

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

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

October 25, 2023 – 9:00 a.m.

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

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

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

CALL TO ORDER

ROLL CALL

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

MINUTES

April 19, 2023 Governance Committee meeting

A. OPEN TIME FOR PUBLIC EXPRESSION

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

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

B. NEW BUSINESS

1. Proxy Voting
 - a. Proxy Voting Reports
Proxy voting records of public equity managers for June 30, 2023
 - b. Proxy Voting Reports – Executive Compensation
Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios
2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon
Review and discuss the ISS quarterly Risk Assessment Report
3. Existing Policies – Standard Review with Proposed Updates
 - a. Credit Card Policy (ACTION)
Consider possible recommendation to Board on updates to policy
 - b. Investment Policy Statement (ACTION)
Consider possible recommendation to Board on updates to policy
 - c. Policy Regarding Adoption of Actuarial Economic Assumptions (ACTION)
Consider possible recommendation to Board on updates to policy
4. Existing Policies – Standard Review without Proposed Updates
 - a. Portable Electronic Device Policy (ACTION)
Conduct standard policy review
 - b. Governance Committee Charter (ACTION)
Conduct standard charter review
 - c. Investment Committee Charter (ACTION)
Conduct standard charter review
 - d. Fiduciary Liability Insurance and Claims Reporting Policy (ACTION)
Conduct standard policy review
5. Next Committee Meeting
Consider and discuss agenda items for future meetings

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

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

“Just cause” is only: (1) a childcare or caregiving need of a child, parent, grandparent, grandchild, sibling, spouse or domestic partner that requires them to participate remotely; (2) a contagious illness that prevents a member from attending in person; (3) a need related to a physical or mental disability, as defined; or (4) travel while on official business of MCERA or another state or local agency. A Board member invoking “just cause” must provide a general description of the circumstances relating to their need to appear remotely at a given meeting, and it may not be invoked by a Board member for more than two meetings in a calendar year.

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

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

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



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

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

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

MINUTES

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

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

April 19, 2023 – 9:00 a.m.

This meeting was held at the address listed above and, absent technological disruption, was accessible via videoconference and conducted in accordance with Government Code section 54953 and 54954.2.

CALL TO ORDER

Chair Cooper called the meeting to order at 9:02 a.m.

ROLL CALL

PRESENT: Cooper, Gladstern, Jones, Silberstein

ABSENT: None

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

MINUTES

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

AYES: Cooper, Gladstern, Jones, Silberstein

NOES: None

ABSTAIN: None

ABSENT: None

A. OPEN TIME FOR PUBLIC EXPRESSION

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

For consideration at October Committee meeting

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

No members of the public provided comment.

B. NEW BUSINESS

1. Proxy Voting

a. Proxy Voting Reports

Proxy voting records of public equity managers for December 31, 2022

Retirement Administrator Jeff Wickman presented equity manager proxy votes for July 1, 2022 through December 31, 2022. The voting rationale is included for Dimensional Fund Advisors (DFA), State Street, Morgan Stanley and TimeSquare reports. Trustee Silberstein thanked staff for providing the reporting and pointed out one company, Advanced Drainage Systems, is in three different portfolios.

b. Proxy Voting Reports – Executive Compensation

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

Proxy Voting Reports on executive compensation were presented for the DFA and State Street portfolios that Institutional Shareholder Services (ISS) votes for MCERA. Trustee Silberstein appreciated having the reasons for votes on executive compensation in the reports. He said it is good to see in a few cases corporations are being responsive to shareholder no votes by making changes to executive compensation packages that result in votes for those proposals. Trustee Silberstein observed that ISS is very methodical in outlining the reasons for its proxy votes.

Trustee Jones joined the meeting at 9:08 a.m.

Trustee Gladstern also expressed appreciation to Mr. Wickman, staff and the equity managers for providing the proxy reports to the Committee. She and Mr. Wickman noted ISS has made the information accessible for the Committee. Chair Cooper asked if the amount and format of proxy voting reporting is as the Committee prefers and this was agreed.

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

Review and discuss the ISS quarterly Risk Assessment Report

Jack Ferdon, Senior Associate, Client Service and Consultants, with Institutional Shareholder Services (ISS), reviewed two Governance Risk reports, first for the quarter ending December 31, 2022 and then the quarter ending March 31, 2023. Mr. Ferdon pointed out that the Fidelity Institutional Asset Management (FIAM) emerging markets portfolio is now included in the report. Mr. Ferdon discussed companies on the Quality Score list that assesses corporate governance risk. Mr. Wickman provided a separate report showing which of MCERA's investment managers were investing in the companies on the Quality Score list along with MCERA's specific investment value. Mr. Ferdon said notable names on the Quality Score list include Oracle Corporation which has long been viewed as having excessive executive compensation plans. Another is Estee Lauder, in

For consideration at October Committee meeting

part due to unequal voting structures for company founders. Trustee Silberstein pointed out that Oracle Co-CEO's together are paid \$260 million per year.

Mr. Ferdon pointed out that FIAM voted against management on 15% of proposals, less often than does MCERA through the ISS Public Fund Policy. For MCERA portfolios overall about 70% of proxy votes are aligned with management. He said most votes against management are coming from the DFA and State Street portfolios. As is common and is driven by the Public Fund Policy recommendations, most votes against management are seen in executive compensation and audit proposals.

Mr. Ferdon discussed results of shareholder proposals, reporting that Sysco had a very high level of support for a proposal seeking a report on the company's use of plastic that passed. Other shareholder proposals passed were on the topics of shareholder meeting rights and shareholder ratification of changes in control agreements by executives, which he said is unusual.

Mr. Ferdon turned to the report for the first quarter of 2023. He noted the Quality Score in both quarters lists Infosys Ltd. due to compensation concerns about nondisclosure of performance targets in the executive bonus scheme. Mr. Ferdon highlighted a shareholder proposal seeking third-party review of Starbucks' bargaining rights that passed, which is unusual. He noted that Apple had no shareholder proposals that passed, including one seeking a report on pay gaps across race and gender that received 33% of voted shares. In conclusion, Mr. Ferdon noted the Universal Proxy Card is now in use and pointed out there will be more meetings in the second quarter of 2023 to discuss at the next Committee meeting.

3. Custom ISS Proxy Voting Guideline on Say on Pay (ACTION)

Consider and take possible action on proxy voting guideline regarding CEO pay

Mr. Wickman said at its last few meetings the Committee has discussed how proxy votes were cast on executive compensation packages. These discussions have focused on the increases to Chief Executive Officer (CEO) pay as compared to the company average worker. The Committee has observed that many public pension plans are setting higher thresholds for no votes on executive compensation based on the percentage of median pay. Currently ISS votes MCERA's Dimensional Fund Advisors (DFA) and State Street portfolios in accordance with the Public Fund Policy. At its October 4, 2022 meeting, the Committee directed staff to develop guidelines on CEO pay for consideration at the April 2023 meeting.

Mr. Wickman presented a proposal for custom guidelines on voting CEO pay packages to be implemented by ISS. Three pay proposal standards that are consistent with other public sector peers are: limiting CEO pay to 50, 75, or 100 times median pay. During 2022 if MCERA used these criteria to vote on CEO pay packages it would have voted no on 68%, 61%, and 53% of CEO pay packages, respectively.

The Administrator recommended that the Committee consider from a fiduciary perspective which of the three options best represents the prudent approach that is in the overall best interest of MCERA's members and beneficiaries. If approved by the Board, then ISS

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would be provided with the new guidance. Mr. Wickman also presented MCERA's Corporate Governance and Proxy Voting Policy, noting that the policy may require revisions based on action taken by the Committee.

Trustee Silberstein observed that executive compensation keeps going up, last year increasing about 20% on average, whereas median worker pay was up 4%, which was less than inflation. This increased executive compensation detracts from shareholder returns. He pointed out the University of California pension fund votes against 83% of executive pay packages and CalPERS votes against 46% of executive pay packages. According to MCERA's Proxy Voting and Corporate Governance Policy, executive pay should not be excessive and should be considered in relation to the compensation of other employees. Therefore, he believes that it is within MCERA's policy to instruct ISS to look at relative pay. Trustee Silberstein pointed out the ratio of executive compensation to worker pay used to be about 30 times and now it is in the thousands. He noted compensation varies from company to company, with the average employee wage being \$60,000 per year. Trustee Silberstein suggested limiting executive compensation to 50 times median worker pay for smaller companies valued under \$2 billion, and 100 times the median worker pay for companies larger than \$2 billion. Trustee Gladstern supported this approach, noting that CEO pay is a major corporate governance issue in discussions at recent Council of Institutional Investors (CII) Conferences.

Chair Cooper asked for more detail on how peer systems handle executive compensation. In response, Mr. Wickman said a coalition of public pension systems including the California Public Employees' Retirement System (CalPERS), the California State Teachers' Retirement System (CalSTRS), and the San Francisco Employees' Retirement System (SFERS), are working together on these types of issues. In addition, it is common for County Employees Retirement Law of 1937 (CERL) systems to utilize ISS proxy voting recommendations. Whether or not CERL systems have added this level of detail to proxy voting is uncertain.

Chair Cooper discussed with Mr. Wickman the best approach for providing guidance to ISS on executive compensation and aligning that with the Corporate Governance and Proxy Voting Policy. Chair Cooper asked if custom guidelines for ISS would have a cost, and Mr. Wickman replied there would be additional cost for a custom policy.

It was M/S Silberstein/Gladstern to direct Institutional Shareholder Services to vote against Chief Executive Officer (CEO) pay packages that are more than 100 times the pay of the median worker in the corporation.

Discussion ensued, with Trustee Silberstein relating that Whole Foods raised wages for workers and narrowed the gap from executive pay, which was a boost for worker morale. Mr. Wickman noted the current Public Fund Policy bases executive compensation only on performance. Chair Cooper spoke to the importance of tying executive pay to performance and also considering the pay level for lower end workers. Trustee Silberstein noted some companies are adjusting pay according to shareholder views, and pension funds are looking at how tightly pay is related to performance. He indicated there is some kind of progress on this that will have an influence over time. He concluded that as fiduciaries, this guidance on executive pay is a step in the right direction.

For consideration at October Committee meeting

Trustee Jones said there should be more criteria to judge CEO compensation, adding CEO's are obtaining compensation based on the efforts of the employees. Trustee Silberstein agreed, explaining that the main criterion for executive pay is performance; considering the median worker pay is adding an additional dimension. Chair Cooper asked if 100 is the appropriate multiple of median pay and Trustee Silberstein indicated less than 100 may not be a suitable multiple in today's environment.

The motion passed by a vote of 4-0 as follows:

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

4. Existing Policies – Standard Review with Proposed Updates

a. Conflict of Interest Code (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman said the update to the Conflict of Interest Code is a new Form 700 designated filing position of Security Consultant as a Category 2 filer.

It was M/S Silberstein/Gladstern to recommend that the Board adopt updates to the Conflict of Interest Code as presented. The motion passed by a vote of 4-0 as follows:

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

b. Actuarial Funding Policy (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman stated updates to the Actuarial Funding Policy are based on the June 30, 2022 Actuarial Valuation to align amortization periods and dates.

It was M/S Jones/Silberstein to adopt updates to the Actuarial Funding Policy as submitted. The motion passed by a vote of 4-0 as follows:

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

5. Existing Policies – Standard Review without Proposed Updates

It was M/S Gladstern/Silberstein to recommend that the Board accept the review of the policies listed below as Agenda Items B.5.a and B.5.b. The motion passed by a vote of 4-0 as follows:

For consideration at October Committee meeting

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

- a. Policy Regarding Implementation of Felony Forfeiture Laws (ACTION)
Conduct standard policy review
 - b. Travel and Expense Policy (ACTION)
Conduct standard policy review
6. Next Committee Meeting
Consider and discuss agenda items for future meetings

Trustee Gladstern requested that the Committee have a discussion about joining the collaboration among large California public pensions to pressure companies around corporate governance.

Trustee Silberstein mentioned a bill in the state legislature to divest from fossil fuels which CalPERS opposes. Mr. Wickman said the SACRS Legislative Committee is tracking that bill and will likely have an update at the SACRS Conference in May.

There being no further business, Chair Cooper adjourned the meeting at 10:14 a.m.

Chris Cooper
Governance Committee Chair

Attest: Jeff Wickman
Retirement Administrator

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
1st Source Corporation	04/20/2023	Management	1	Yes	Elect Director Andrea G. Short	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher J. Murphy III, Timothy Ozark and Andrea Short are warranted for lack of a majority independent board. Votes AGAINST Timothy Ozark are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher J. Murphy III, Timothy Ozark, and Todd Schurz are warranted for a material governance failure. The company's governing documents do not provide shareholders with the right to amend the bylaws. Moreover, the board unilaterally amended the bylaws to switch from a majority vote standard to a plurality vote standard for the election of directors.
1st Source Corporation	04/20/2023	Management	2	Yes	Elect Director Christopher J. Murphy, III	For	Against	Against	Against	Votes AGAINST non-independent nominees Christopher J. Murphy III, Timothy Ozark and Andrea Short are warranted for lack of a majority independent board. Votes AGAINST Timothy Ozark are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher J. Murphy III, Timothy Ozark, and Todd Schurz are warranted for a material governance failure. The company's governing documents do not provide shareholders with the right to amend the bylaws. Moreover, the board unilaterally amended the bylaws to switch from a majority vote standard to a plurality vote standard for the election of directors.
1st Source Corporation	04/20/2023	Management	3	Yes	Elect Director Timothy K. Ozark	For	Against	Against	Against	Votes AGAINST non-independent nominees Christopher J. Murphy III, Timothy Ozark and Andrea Short are warranted for lack of a majority independent board. Votes AGAINST Timothy Ozark are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher J. Murphy III, Timothy Ozark, and Todd Schurz are warranted for a material governance failure. The company's governing documents do not provide shareholders with the right to amend the bylaws. Moreover, the board unilaterally amended the bylaws to switch from a majority vote standard to a plurality vote standard for the election of directors.
1st Source Corporation	04/20/2023	Management	4	Yes	Elect Director Todd F. Schurz	For	Against	Against	Against	Votes AGAINST non-independent nominees Christopher J. Murphy III, Timothy Ozark and Andrea Short are warranted for lack of a majority independent board. Votes AGAINST Timothy Ozark are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Christopher J. Murphy III, Timothy Ozark, and Todd Schurz are warranted for a material governance failure. The company's governing documents do not provide shareholders with the right to amend the bylaws. Moreover, the board unilaterally amended the bylaws to switch from a majority vote standard to a plurality vote standard for the election of directors.
1st Source Corporation	04/20/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
1st Source Corporation	04/20/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
1st Source Corporation	04/20/2023	Management	7	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
1stdibs.com, Inc.	05/11/2023	Management	1	Yes	Elect Director Matthew R. Cohler	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Andrew Robb due to the following reasons: * as a Nominating and Governance Committee member, for lack of racial/ethnic diversity on the board, and given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirements to amend the governing documents, each of which adversely impacts shareholder rights; and * in the absence of a say-on-pay proposal, as a Compensation Committee member, due to an unmitigated pay-for-performance misalignment. The CEO's elevated pay was due to a significant, purely time-vesting option grant. In addition, concerns are raised with respect to the lack of risk mitigating provisions. WITHHOLD votes for Matthew (Matt) Cohler are warranted for serving as a non-independent member of a key board committee.
1stdibs.com, Inc.	05/11/2023	Management	2	Yes	Elect Director Andrew G. Robb	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Andrew Robb due to the following reasons: * as a Nominating and Governance Committee member, for lack of racial/ethnic diversity on the board, and given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirements to amend the governing documents, each of which adversely impacts shareholder rights; and * in the absence of a say-on-pay proposal, as a Compensation Committee member, due to an unmitigated pay-for-performance misalignment. The CEO's elevated pay was due to a significant, purely time-vesting option grant. In addition, concerns are raised with respect to the lack of risk mitigating provisions. WITHHOLD votes for Matthew (Matt) Cohler are warranted for serving as a non-independent member of a key board committee.
1stdibs.com, Inc.	05/11/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
2U, Inc.	06/06/2023	Management	1	Yes	Elect Director John M. Larson	For	For	Against	Against	Votes AGAINST non-independent nominee John Larson are warranted for lack of a majority independent board. Votes AGAINST John Larson are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee member Edward Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights.
2U, Inc.	06/06/2023	Management	2	Yes	Elect Director Edward S. Macias	For	Against	Against	Against	Votes AGAINST non-independent nominee John Larson are warranted for lack of a majority independent board. Votes AGAINST John Larson are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee member Edward Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
2U, Inc.	06/06/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to last year's low say-on-pay vote, the committee engaged with shareholders and disclosed the feedback received. In response, the company made positive changes to the FY23 pay program by increasing the proportion of FY23 PSUs in the LTI to 55 percent, and eliminating duplicate metrics in the STI and LTI programs. In addition, a supplemental filing disclosed that equity grants values for the CEO and other NEOs will be reduced by 40 percent in FY23. Accordingly, the compensation committee has demonstrated adequate responsiveness to last year's low say-on-pay vote result. While some concerns are noted surrounding the size and structure of the LTI, which utilizes annual performance measurement periods and a duplicate metric, these concerns are mitigated as the company will no longer have overlapping metrics in FY23, and target values will be reduced significantly. In addition, half of the CEO's PSUs are now based on three-year TSR relative to the Russell 3000 Index, with the target requiring outperformance. While the company made significant positive changes to the FY22 and F23 pay programs, shareholders should continue to monitor the structure of the LTI going forward.
2U, Inc.	06/06/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
2U, Inc.	06/06/2023	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
2U, Inc.	06/06/2023	Management	6	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
3D Systems Corporation	05/16/2023	Management	1	Yes	Elect Director Malissia R. Clinton	For	For	For	For	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	2	Yes	Elect Director William E. Curran	For	Against	Against	Against	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	3	Yes	Elect Director Claudia N. Drayton	For	For	For	For	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	4	Yes	Elect Director Thomas W. Erickson	For	For	For	For	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
3D Systems Corporation	05/16/2023	Management	5	Yes	Elect Director Jeffrey A. Graves	For	For	For	For	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	6	Yes	Elect Director Jim D. Kever	For	For	Against	Against	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	7	Yes	Elect Director Charles G. McClure, Jr.	For	For	For	For	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	8	Yes	Elect Director Kevin S. Moore	For	Against	Against	Against	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	9	Yes	Elect Director Vasant Padmanabhan	For	For	For	For	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	10	Yes	Elect Director John J. Tracy	For	For	For	For	Votes AGAINST William Curran, Jim Kever, and Kevin Moore are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members William Curran and Kevin Moore are warranted given the persistence of material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
3D Systems Corporation	05/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
3D Systems Corporation	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
3D Systems Corporation	05/16/2023	Management	13	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
A10 Networks, Inc.	04/26/2023	Management	1	Yes	Elect Director Tor R. Braham	For	For	For	For	A vote FOR the director nominees is warranted.
A10 Networks, Inc.	04/26/2023	Management	2	Yes	Elect Director Peter Y. Chung	For	For	For	For	A vote FOR the director nominees is warranted.
A10 Networks, Inc.	04/26/2023	Management	3	Yes	Elect Director Eric Singer	For	For	For	For	A vote FOR the director nominees is warranted.
A10 Networks, Inc.	04/26/2023	Management	4	Yes	Elect Director Dhruvad Trivedi	For	For	For	For	A vote FOR the director nominees is warranted.
A10 Networks, Inc.	04/26/2023	Management	5	Yes	Elect Director Dana Wolf	For	For	For	For	A vote FOR the director nominees is warranted.
A10 Networks, Inc.	04/26/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
A10 Networks, Inc.	04/26/2023	Management	7	Yes	Ratify Armanino LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
A10 Networks, Inc.	04/26/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Aadi Bioscience, Inc.	06/14/2023	Management	1	Yes	Elect Director Behzad Aghazadeh	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Behzad Aghazadeh given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Aadi Bioscience, Inc.	06/14/2023	Management	2	Yes	Elect Director Richard Maroun	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Behzad Aghazadeh given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Aadi Bioscience, Inc.	06/14/2023	Management	3	Yes	Elect Director Emma Reeve	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Behzad Aghazadeh given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the bylaws, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Aadi Bioscience, Inc.	06/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Aadi Bioscience, Inc.	06/14/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aadi Bioscience, Inc.	06/14/2023	Management	6	Yes	Ratify BDO USA LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AAON, Inc.	05/16/2023	Management	1	Yes	Elect Director Caron A. Lawhorn	For	For	For	For	A vote FOR all director nominees is warranted.
AAON, Inc.	05/16/2023	Management	2	Yes	Elect Director Stephen O. LeClair	For	For	For	For	A vote FOR all director nominees is warranted.
AAON, Inc.	05/16/2023	Management	3	Yes	Elect Director David R. Stewart	For	For	For	For	A vote FOR all director nominees is warranted.
AAON, Inc.	05/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AAON, Inc.	05/16/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Abercrombie & Fitch Co.	06/08/2023	Management	1	Yes	Elect Director Kerri B. Anderson	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	2	Yes	Elect Director Susie Coulter	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	3	Yes	Elect Director Sarah M. Gallagher	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	4	Yes	Elect Director James A. Goldman	For	For	Against	Against	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	5	Yes	Elect Director Fran Horowitz	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Abercrombie & Fitch Co.	06/08/2023	Management	6	Yes	Elect Director Helen E. McCluskey	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	7	Yes	Elect Director Kenneth B. Robinson	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	8	Yes	Elect Director Nigel Travis	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	9	Yes	Elect Director Helen Vaid	For	For	For	For	Votes AGAINST Governance Committee chair James Goldman are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Abercrombie & Fitch Co.	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Abercrombie & Fitch Co.	06/08/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Abercrombie & Fitch Co.	06/08/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Abercrombie & Fitch Co.	06/08/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ABM Industries Incorporated	03/22/2023	Management	1	Yes	Elect Director Quincy L. Allen	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	2	Yes	Elect Director LeighAnne G. Baker	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	3	Yes	Elect Director Donald F. Colleran	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	4	Yes	Elect Director James D. DeVries	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	5	Yes	Elect Director Art A. Garcia	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	6	Yes	Elect Director Thomas M. Gartland	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	7	Yes	Elect Director Jill M. Golder	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	8	Yes	Elect Director Sudhakar Kesavan	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	9	Yes	Elect Director Scott Salmirs	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	10	Yes	Elect Director Winifred (Wendy) M. Webb	For	For	For	For	A vote FOR all director nominees is warranted.
ABM Industries Incorporated	03/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ABM Industries Incorporated	03/22/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ABM Industries Incorporated	03/22/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acacia Research Corporation	05/16/2023	Management	1	Yes	Elect Director Gavin T. Molinelli	For	For	For	For	A vote FOR the director nominees is warranted.
Acacia Research Corporation	05/16/2023	Management	2	Yes	Elect Director Isaac T. Kohlberg	For	For	For	For	A vote FOR the director nominees is warranted.
Acacia Research Corporation	05/16/2023	Management	3	Yes	Elect Director Maureen O'Connell	For	For	For	For	A vote FOR the director nominees is warranted.
Acacia Research Corporation	05/16/2023	Management	4	Yes	Elect Director Geoff Ribar	For	For	For	For	A vote FOR the director nominees is warranted.
Acacia Research Corporation	05/16/2023	Management	5	Yes	Elect Director Jonathan Sagal	For	For	For	For	A vote FOR the director nominees is warranted.
Acacia Research Corporation	05/16/2023	Management	6	Yes	Elect Director Katharine Wolanyk	For	For	For	For	A vote FOR the director nominees is warranted.
Acacia Research Corporation	05/16/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Acacia Research Corporation	05/16/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Acacia Research Corporation	05/16/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Acacia Research Corporation	05/16/2023	Management	10	Yes	Amend Certificate of Designations to Remove the Maximum Percentage Limitation	For	For	For	For	A vote FOR this proposal is warranted as removal of the maximum percentage limitation would provide full conversion of the company's outstanding Series A preferred stock, thereby reducing the company's dividend liability and simplifying the overall capital structure.

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Acadia Healthcare Company, Inc.	05/18/2023	Management	1	Yes	Elect Director Michael J. Fucci	For	For	For	For	Votes AGAINST non-independent nominee Wade Miquelon are warranted for lack of a majority independent board. Votes AGAINST Wade Miquelon are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Fucci is warranted.
Acadia Healthcare Company, Inc.	05/18/2023	Management	2	Yes	Elect Director Wade D. Miquelon	For	For	Against	Against	Votes AGAINST non-independent nominee Wade Miquelon are warranted for lack of a majority independent board. Votes AGAINST Wade Miquelon are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Fucci is warranted.
Acadia Healthcare Company, Inc.	05/18/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Acadia Healthcare Company, Inc.	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Acadia Healthcare Company, Inc.	05/18/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACCO Brands Corporation	05/16/2023	Management	1	Yes	Elect Director Joseph B. Burton	For	For	For	For	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	2	Yes	Elect Director Kathleen S. Dvorak	For	For	Against	Against	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	3	Yes	Elect Director Boris Elisman	For	For	Against	Against	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	4	Yes	Elect Director Pradeep Jotwani	For	For	For	For	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	5	Yes	Elect Director Robert J. Keller	For	For	Against	Against	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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ACCO Brands Corporation	05/16/2023	Management	6	Yes	Elect Director Thomas Kroeger	For	For	Against	Against	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	7	Yes	Elect Director Ron Lombardi	For	For	For	For	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	8	Yes	Elect Director Graciela I. Monteagudo	For	For	For	For	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	9	Yes	Elect Director E. Mark Rajkowski	For	For	Against	Against	Votes AGAINST non-independent nominees Boris Elisman, Thomas Kroeger, Kathleen Dvorak, Robert Keller and E. Mark Rajkowski are warranted for lack of a majority independent board. Votes AGAINST Thomas Kroeger, Kathleen Dvorak and E. Mark Rajkowski are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ACCO Brands Corporation	05/16/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACCO Brands Corporation	05/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ACCO Brands Corporation	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ACCO Brands Corporation	05/16/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.67 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ACI Worldwide, Inc.	06/01/2023	Management	1	Yes	Elect Director Janet O. Estep	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2023	Management	2	Yes	Elect Director James C. Hale, III	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2023	Management	3	Yes	Elect Director Mary P. Harman	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2023	Management	4	Yes	Elect Director Charles E. Peters, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2023	Management	5	Yes	Elect Director Adalio T. Sanchez	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2023	Management	6	Yes	Elect Director Thomas W. Warsop, III	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2023	Management	7	Yes	Elect Director Samir M. Zabaneh	For	For	For	For	A vote FOR all director nominees is warranted.
ACI Worldwide, Inc.	06/01/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACI Worldwide, Inc.	06/01/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ACI Worldwide, Inc.	06/01/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ACI Worldwide, Inc.	06/01/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this item is warranted as no significant issues have been identified at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aclaris Therapeutics, Inc.	06/01/2023	Management	1	Yes	Elect Director Anand Mehra	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Andrew Powell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Aclaris Therapeutics, Inc.	06/01/2023	Management	2	Yes	Elect Director Andrew Powell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Andrew Powell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Aclaris Therapeutics, Inc.	06/01/2023	Management	3	Yes	Elect Director Maxine Gowen	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Andrew Powell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Aclaris Therapeutics, Inc.	06/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Aclaris Therapeutics, Inc.	06/01/2023	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the size of the proposed increase in authorized common shares is within Public Fund Advisory Services' guidelines.
Aclaris Therapeutics, Inc.	06/01/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acme United Corporation	04/24/2023	Management	1	Yes	Elect Director Walter C. Johnsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/24/2023	Management	2	Yes	Elect Director Richmond Y. Holden, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/24/2023	Management	3	Yes	Elect Director Brian S. Olschan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/24/2023	Management	4	Yes	Elect Director Stevenson E. Ward, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Acme United Corporation	04/24/2023	Management	5	Yes	Elect Director Susan H. Murphy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/24/2023	Management	6	Yes	Elect Director Rex L. Davidson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/24/2023	Management	7	Yes	Elect Director Brian K. Barker	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Johnsen, Rex Davidson, Richmond Holden Jr., Susan Murphy, Brian Olschan and Stevenson Ward III are warranted for lack of a majority independent board. WITHHOLD votes for Rex Davidson, Richmond Holden Jr., Susan Murphy and Stevenson Ward III are also warranted for serving as non-independent members of a key board committee. A vote FOR Brian K. Barker is warranted.
Acme United Corporation	04/24/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single trigger change-in-control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Acme United Corporation	04/24/2023	Management	9	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ACNB Corporation	05/02/2023	Management	1	Yes	Elect Director Kimberly S. Chaney	For	For	For	For	Votes AGAINST non-independent nominees James Helt, Frank Elsner III, Scott Kelley and Daniel Potts are warranted for lack of a majority independent board. Votes AGAINST Frank Elsner III, Scott Kelley and Daniel Potts are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Frank Elsner III and Scott Kelley are warranted as the company restated and entered into NEO agreements that provide for problematic modified single-trigger cash severance and/or excise tax gross-up provisions. Votes AGAINST incumbent nominating committee member Daniel Potts are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Kimberly S. Chaney is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ACNB Corporation	05/02/2023	Management	2	Yes	Elect Director Frank Elsner, III	For	For	Against	Against	Votes AGAINST non-independent nominees James Helt, Frank Elsner III, Scott Kelley and Daniel Potts are warranted for lack of a majority independent board. Votes AGAINST Frank Elsner III, Scott Kelley and Daniel Potts are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Frank Elsner III and Scott Kelley are warranted as the company restated and entered into NEO agreements that provide for problematic modified single-trigger cash severance and/or excise tax gross-up provisions. Votes AGAINST incumbent nominating committee member Daniel Potts are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Kimberly S. Chaney is warranted.
ACNB Corporation	05/02/2023	Management	3	Yes	Elect Director James P. Helt	For	For	Against	Against	Votes AGAINST non-independent nominees James Helt, Frank Elsner III, Scott Kelley and Daniel Potts are warranted for lack of a majority independent board. Votes AGAINST Frank Elsner III, Scott Kelley and Daniel Potts are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Frank Elsner III and Scott Kelley are warranted as the company restated and entered into NEO agreements that provide for problematic modified single-trigger cash severance and/or excise tax gross-up provisions. Votes AGAINST incumbent nominating committee member Daniel Potts are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Kimberly S. Chaney is warranted.
ACNB Corporation	05/02/2023	Management	4	Yes	Elect Director Scott L. Kelley	For	For	Against	Against	Votes AGAINST non-independent nominees James Helt, Frank Elsner III, Scott Kelley and Daniel Potts are warranted for lack of a majority independent board. Votes AGAINST Frank Elsner III, Scott Kelley and Daniel Potts are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Frank Elsner III and Scott Kelley are warranted as the company restated and entered into NEO agreements that provide for problematic modified single-trigger cash severance and/or excise tax gross-up provisions. Votes AGAINST incumbent nominating committee member Daniel Potts are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Kimberly S. Chaney is warranted.
ACNB Corporation	05/02/2023	Management	5	Yes	Elect Director Daniel W. Potts	For	Against	Against	Against	Votes AGAINST non-independent nominees James Helt, Frank Elsner III, Scott Kelley and Daniel Potts are warranted for lack of a majority independent board. Votes AGAINST Frank Elsner III, Scott Kelley and Daniel Potts are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Frank Elsner III and Scott Kelley are warranted as the company restated and entered into NEO agreements that provide for problematic modified single-trigger cash severance and/or excise tax gross-up provisions. Votes AGAINST incumbent nominating committee member Daniel Potts are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Kimberly S. Chaney is warranted.
ACNB Corporation	05/02/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently restated and entered into NEO agreements that provide for problematic modified single-trigger cash severance and/or excise tax gross-up provisions. Other problematic pay practices include single-trigger equity vesting acceleration upon a change in control and the lack of preset performance criteria for the CEO's bonus and equity awards.

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ACNB Corporation	05/02/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ACNB Corporation	05/02/2023	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Acuity Brands, Inc.	01/25/2023	Management	1	Yes	Elect Director Neil M. Ashe	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	2	Yes	Elect Director Marcia J. Avedon	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	3	Yes	Elect Director W. Patrick Battle	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	4	Yes	Elect Director Michael J. Bender	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	5	Yes	Elect Director G. Douglas Dillard, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	6	Yes	Elect Director James H. Hance, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	7	Yes	Elect Director Maya Leibman	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	8	Yes	Elect Director Laura G. O'Shaughnessy	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	9	Yes	Elect Director Mark J. Sachleben	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	10	Yes	Elect Director Mary A. Winston	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acuity Brands, Inc.	01/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee adequately responded to shareholder concerns following last year's low say-on-pay vote result. The proxy provides clearly outlined shareholder feedback and concerns, and commensurate actions taken by the committee to increase the performance component of the LTI plan as well as plans to enhance disclosure under the STI plan relating to individual performance. Concerns regarding the misalignment between CEO pay and company performance are also sufficiently mitigated for the year under review. Financial measures comprise 80 percent of the STI and all measures had targets set above the prior year's actual results. The CEO's equity mix is also 75-percent performance-contingent, tied to multi-year, pre-set objectives.
Adams Resources & Energy, Inc.	05/09/2023	Management	1	Yes	Elect Director Townes G. Pressler	For	For	For	For	A vote FOR the director nominees is warranted.
Adams Resources & Energy, Inc.	05/09/2023	Management	2	Yes	Elect Director Michelle A. Earley	For	For	For	For	A vote FOR the director nominees is warranted.
Adams Resources & Energy, Inc.	05/09/2023	Management	3	Yes	Elect Director Murray E. Brasseux	For	For	For	For	A vote FOR the director nominees is warranted.
Adams Resources & Energy, Inc.	05/09/2023	Management	4	Yes	Elect Director Richard C. Jenner	For	For	For	For	A vote FOR the director nominees is warranted.
Adams Resources & Energy, Inc.	05/09/2023	Management	5	Yes	Elect Director John O. Niemann, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Adams Resources & Energy, Inc.	05/09/2023	Management	6	Yes	Elect Director Dennis E. Dominic	For	For	For	For	A vote FOR the director nominees is warranted.
Adams Resources & Energy, Inc.	05/09/2023	Management	7	Yes	Elect Director Kevin J. Roycraft	For	For	For	For	A vote FOR the director nominees is warranted.
Adams Resources & Energy, Inc.	05/09/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Adams Resources & Energy, Inc.	05/09/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Adaptive Biotechnologies Corporation	06/09/2023	Management	1	Yes	Elect Director Katey Owen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Robert (Rob) Hershberg for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for director nominees Katey Owen and Robert (Rob) Hershberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for director nominees Katey Owen and Robert (Rob) Hershberg for failing to establish racial or ethnic diversity on the board.

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Adaptive Biotechnologies Corporation	06/09/2023	Management	2	Yes	Elect Director Robert Hershberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Robert (Rob) Hershberg for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for director nominees Katey Owen and Robert (Rob) Hershberg given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for director nominees Katey Owen and Robert (Rob) Hershberg for failing to establish racial or ethnic diversity on the board.
Adaptive Biotechnologies Corporation	06/09/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to last year's low say-on-pay vote, the committee engaged with shareholders and a recent supplemental filing disclosed additional details surrounding its outreach efforts and specific feedback received. In response, the company implemented certain positive changes to the pay program. In addition, concerns regarding the misalignment between CEO pay and company performance are mitigated for the year under review. CEO pay decreased significantly year-over-year, and the annual bonus program was primarily based on pre-set objective metrics, with clearly disclosed target goals and actual results. Further, the CEO's annual equity grant is now half performance conditioned and measured over a multi-year period.
Adaptive Biotechnologies Corporation	06/09/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Addus HomeCare Corporation	06/14/2023	Management	1	Yes	Elect Director Heather Dixon	For	For	For	For	A vote FOR all director nominees is warranted.
Addus HomeCare Corporation	06/14/2023	Management	2	Yes	Elect Director Michael Earley	For	For	For	For	A vote FOR all director nominees is warranted.
Addus HomeCare Corporation	06/14/2023	Management	3	Yes	Elect Director Veronica Hill-Milbourne	For	For	For	For	A vote FOR all director nominees is warranted.
Addus HomeCare Corporation	06/14/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Addus HomeCare Corporation	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Addus HomeCare Corporation	06/14/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Adeia Inc.	05/25/2023	Management	1	Yes	Elect Director Paul E. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/25/2023	Management	2	Yes	Elect Director V Sue Molina	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/25/2023	Management	3	Yes	Elect Director Daniel Moloney	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/25/2023	Management	4	Yes	Elect Director Tonia O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/25/2023	Management	5	Yes	Elect Director Raghavendra Rau	For	For	For	For	A vote FOR all director nominees is warranted.
Adeia Inc.	05/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Adeia Inc.	05/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Adeia Inc.	05/25/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adient plc	03/07/2023	Management	1	Yes	Elect Director Julie L. Bushman	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	2	Yes	Elect Director Peter H. Carlin	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	3	Yes	Elect Director Douglas G. Del Grosso	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	4	Yes	Elect Director Ricky T. 'Rick' Dillon	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	5	Yes	Elect Director Richard Goodman	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	6	Yes	Elect Director Jose M. Gutierrez	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	7	Yes	Elect Director Frederick A. 'Fritz' Henderson	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	8	Yes	Elect Director Barb J. Samardzich	For	For	For	For	A vote FOR all director nominees is warranted.
Adient plc	03/07/2023	Management	9	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adient plc	03/07/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.

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Adient plc	03/07/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Adient plc	03/07/2023	Management	12	Yes	Authorise Issue of Equity	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Adient plc	03/07/2023	Management	13	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
ADMA Biologics, Inc.	06/06/2023	Management	1	Yes	Elect Director Bryant. E. Fong	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Bryant Fong are warranted for lack of a majority independent board. WITHHOLD votes for Bryant Fong are also warranted for serving as a non-independent member of a key board committee.
ADMA Biologics, Inc.	06/06/2023	Management	2	Yes	Ratify CohnReznick LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ADT Inc.	05/24/2023	Management	1	Yes	Elect Director Marc E. Becker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/24/2023	Management	2	Yes	Elect Director Stephanie Drescher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/24/2023	Management	3	Yes	Elect Director Reed B. Rayman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.

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ADT Inc.	05/24/2023	Management	4	Yes	Elect Director Sigal Zarmi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ADT Inc.	05/24/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ADTRAN Holdings, Inc.	05/10/2023	Management	1	Yes	Elect Director Thomas R. Stanton	For	For	For	For	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	2	Yes	Elect Director Johanna Hey	For	For	For	For	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	3	Yes	Elect Director H. Fenwick Huss	For	For	Against	Against	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	4	Yes	Elect Director Gregory J. McCray	For	For	For	For	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	5	Yes	Elect Director Balan Nair	For	For	Against	Against	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	6	Yes	Elect Director Brian Protiva	For	For	For	For	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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ADTRAN Holdings, Inc.	05/10/2023	Management	7	Yes	Elect Director Jacqueline H. (Jackie) Rice	For	For	For	For	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	8	Yes	Elect Director Nikos Theodosopoulos	For	For	For	For	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	9	Yes	Elect Director Kathryn A. Walker	For	For	For	For	Votes AGAINST H. Fenwick Huss and Balan Nair are warranted for serving as non-independent members of a key board committee. Votes AGAINST Balan Nair are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
ADTRAN Holdings, Inc.	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The primary driver for the significant increase in CEO pay were equity awards, which includes an equity grant and incremental value from modified awards in connection with the July 2022 business combination. Majority of the equity awards lack performance conditions and the PSUs granted post-business combination can be earned at target with median performance and there is no cap on payouts when TSRs are negative. In addition, while annual bonuses were paid out below target, the STI program's performance goals were not disclosed.
ADTRAN Holdings, Inc.	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ADTRAN Holdings, Inc.	05/10/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	1	Yes	Elect Director Laurie Bergman	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	2	Yes	Elect Director Jeremy Blank	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	3	Yes	Elect Director Richard Campbell-Breeden	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	4	Yes	Elect Director Carol Eicher	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	5	Yes	Elect Director Gilbert Li	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	6	Yes	Elect Director Julian McIntyre	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	7	Yes	Elect Director L. Spencer Wells	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	9	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Advanced Emissions Solutions, Inc.	06/13/2023	Management	10	Yes	Approve Issuance of Shares for a Private Placement	For	For	For	For	Shareholders are being asked to approve the automatic conversion of preferred shares that were issued to former Arq holders as merger consideration. Although the conversion will be significantly dilutive, the rationale behind the business combination appears sound, as it would enable the combined company to target new and diversified high-growth end markets served by both powder and GAC products. Moreover, there is a material downside risk of non-approval given the escalating financial penalties embedded in the terms of the preferred stock should it not be converted into common shares. In consideration of these factors, support for this proposal is warranted.
Advanced Emissions Solutions, Inc.	06/13/2023	Management	11	Yes	Amend Tax Asset Protection Plan	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the tax attributes to be protected is material, and the company's governance practices are not a cause for concern as it relates to this proposal.
Advanced Energy Industries, Inc.	04/27/2023	Management	1	Yes	Elect Director Grant H. Beard	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	2	Yes	Elect Director Frederick A. Ball	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	3	Yes	Elect Director Anne T. DelSanto	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	4	Yes	Elect Director Tina M. Donikowski	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	5	Yes	Elect Director Ronald C. Foster	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	6	Yes	Elect Director Stephen D. Kelley	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	7	Yes	Elect Director Lanesha T. Minnix	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	8	Yes	Elect Director David W. Reed	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	9	Yes	Elect Director John A. Roush	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	10	Yes	Elect Director Brian M. Shirley	For	For	For	For	WITHHOLD votes for Frederick (Fred) Ball are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Energy Industries, Inc.	04/27/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Advanced Energy Industries, Inc.	04/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Advanced Energy Industries, Inc.	04/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Advanced Energy Industries, Inc.	04/27/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AdvanSix Inc.	06/15/2023	Management	1	Yes	Elect Director Erin N. Kane	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	2	Yes	Elect Director Farha Aslam	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	3	Yes	Elect Director Darrell K. Hughes	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	4	Yes	Elect Director Todd D. Karran	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	5	Yes	Elect Director Gena C. Lovett	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	6	Yes	Elect Director Daniel F. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	7	Yes	Elect Director Sharon S. Spurlin	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	8	Yes	Elect Director Patrick S. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
AdvanSix Inc.	06/15/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AdvanSix Inc.	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AdvanSix Inc.	06/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aerojet Rocketdyne Holdings, Inc.	03/16/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the all-time high, the thorough process, and the cash form of consideration, which provides liquidity and certainty of value for AJRD shareholders, support FOR the transaction is warranted.
Aerojet Rocketdyne Holdings, Inc.	03/16/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable, unvested equity awards will accelerate on a single trigger basis and performance shares will be deemed earned at maximum level.
Aerojet Rocketdyne Holdings, Inc.	03/16/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, given that the underlying transaction merits support.
Affiliated Managers Group, Inc.	05/25/2023	Management	1	Yes	Elect Director Karen L. Alvingham	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	2	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	3	Yes	Elect Director Dwight D. Churchill	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	4	Yes	Elect Director Jay C. Horgen	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	5	Yes	Elect Director Reuben Jeffery, III	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	6	Yes	Elect Director Felix V. Matos Rodriguez	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	7	Yes	Elect Director Tracy P. Palandjian	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Affiliated Managers Group, Inc.	05/25/2023	Management	8	Yes	Elect Director David C. Ryan	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the incentive scorecard utilizes a relatively large number of metrics and threshold performance is not disclosed, these concerns are mitigated. Pay and performance are reasonably aligned at this time, short- and long-term incentives are primarily performance-based, and the performance period for half of PSUs was increased to five years.
Affiliated Managers Group, Inc.	05/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Affiliated Managers Group, Inc.	05/25/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Agios Pharmaceuticals, Inc.	06/13/2023	Management	1	Yes	Elect Director Rahul Ballal	For	For	For	For	A vote FOR all director nominees is warranted.
Agios Pharmaceuticals, Inc.	06/13/2023	Management	2	Yes	Elect Director Brian Goff	For	For	For	For	A vote FOR all director nominees is warranted.
Agios Pharmaceuticals, Inc.	06/13/2023	Management	3	Yes	Elect Director Cynthia Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Agios Pharmaceuticals, Inc.	06/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Agios Pharmaceuticals, Inc.	06/13/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.39 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Agios Pharmaceuticals, Inc.	06/13/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Air Lease Corporation	05/03/2023	Management	1	Yes	Elect Director Matthew J. Hart	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	2	Yes	Elect Director Yvette Hollingsworth Clark	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	3	Yes	Elect Director Cheryl Gordon Krongard	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	4	Yes	Elect Director Marshall O. Larsen	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Air Lease Corporation	05/03/2023	Management	5	Yes	Elect Director Susan McCaw	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	6	Yes	Elect Director Robert A. Milton	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	7	Yes	Elect Director John L. Plueger	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	8	Yes	Elect Director Ian M. Saines	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	9	Yes	Elect Director Steven F. Udvar-Hazy	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Lease Corporation	05/03/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Air Lease Corporation	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were primarily based on pre-set objective metrics and long-term incentives were majority performance-vesting, with closing-cycle PSUs forfeited in line with performance. However, there are significant concerns surrounding the executive chairman's total pay exceeded that of the CEO, which includes a high base salary at \$1.8 million. Further, there are significant goal rigor concerns, as the company lowered metric goals for the annual bonus for the second consecutive year, with awards paid out above target despite a discretionary reduction by the committee.
Air Transport Services Group, Inc.	05/24/2023	Management	1	Yes	Elect Director Phyllis J. Campbell	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Air Transport Services Group, Inc.	05/24/2023	Management	2	Yes	Elect Director Richard F. Corrado	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	3	Yes	Elect Director Jeffrey A. Dominick	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	4	Yes	Elect Director Joseph C. Hete	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	5	Yes	Elect Director Raymond E. Johns, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	6	Yes	Elect Director Laura J. Peterson	For	For	For	For	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	7	Yes	Elect Director Randy D. Rademacher	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Air Transport Services Group, Inc.	05/24/2023	Management	8	Yes	Elect Director J. Christopher Teets	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	9	Yes	Elect Director Jeffrey J. Vorholt	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	10	Yes	Elect Director Paul S. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph Hete, Richard Corrado, Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are warranted for lack of a majority independent board. Votes AGAINST Randy Rademacher, John Christopher Teets, and Jeffrey Vorholt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Air Transport Services Group, Inc.	05/24/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Transport Services Group, Inc.	05/24/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Air Transport Services Group, Inc.	05/24/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Airgain, Inc.	06/21/2023	Management	1	Yes	Elect Director James K. Sims	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee James (Jim) Sims for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees James (Jim) Sims and Tzau-Jin (TJ) Chung given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights. WITHHOLD votes are warranted for compensation committee member James (Jim) Sims for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.

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Airgain, Inc.	06/21/2023	Management	2	Yes	Elect Director Tzau-Jin Chung	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee James (Jim) Sims for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees James (Jim) Sims and Tzau-Jin (TJ) Chung given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impact shareholder rights. WITHHOLD votes are warranted for compensation committee member James (Jim) Sims for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Airgain, Inc.	06/21/2023	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Airgain, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The pay-for-performance misalignment is mitigated at this time. The CEO's pay significantly decreased during a period of poor stock performance. In addition, the company introduced performance awards, the performance goals for the CFO's awards appear rigorous, and short-term incentives were primarily performance-based and earned below target in line with performance. However, a vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Akero Therapeutics, Inc.	06/23/2023	Management	1	Yes	Elect Director Andrew Cheng	For	For	For	For	WITHHOLD votes are warranted for Mark Iwicki for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent Governance Committee member Jane Henderson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Andrew Cheng, is warranted.
Akero Therapeutics, Inc.	06/23/2023	Management	2	Yes	Elect Director Jane Henderson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mark Iwicki for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent Governance Committee member Jane Henderson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Andrew Cheng, is warranted.
Akero Therapeutics, Inc.	06/23/2023	Management	3	Yes	Elect Director Mark T. Iwicki	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Mark Iwicki for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent Governance Committee member Jane Henderson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Andrew Cheng, is warranted.
Akero Therapeutics, Inc.	06/23/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Akero Therapeutics, Inc.	06/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alamo Group Inc.	05/04/2023	Management	1	Yes	Elect Director Roderick R. Baty	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	2	Yes	Elect Director Robert P. Bauer	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	3	Yes	Elect Director Eric P. Etchart	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	4	Yes	Elect Director Nina C. Grooms	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	5	Yes	Elect Director Tracy C. Jokinen	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	6	Yes	Elect Director Jeffery A. Leonard	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	7	Yes	Elect Director Richard W. Parod	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	8	Yes	Elect Director Lorie L. Tekorius	For	For	For	For	A vote FOR the director nominees is warranted.
Alamo Group Inc.	05/04/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alamo Group Inc.	05/04/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alamo Group Inc.	05/04/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Alarm.com Holdings, Inc.	06/07/2023	Management	1	Yes	Elect Director Donald Clarke	For	For	For	For	A vote FOR all director nominees is warranted.
Alarm.com Holdings, Inc.	06/07/2023	Management	2	Yes	Elect Director Stephen Evans	For	For	For	For	A vote FOR all director nominees is warranted.
Alarm.com Holdings, Inc.	06/07/2023	Management	3	Yes	Elect Director Timothy McAdam	For	For	For	For	A vote FOR all director nominees is warranted.
Alarm.com Holdings, Inc.	06/07/2023	Management	4	Yes	Elect Director Timothy J. Whall	For	For	For	For	A vote FOR all director nominees is warranted.
Alarm.com Holdings, Inc.	06/07/2023	Management	5	Yes	Elect Director Simone Wu	For	For	For	For	A vote FOR all director nominees is warranted.
Alarm.com Holdings, Inc.	06/07/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alarm.com Holdings, Inc.	06/07/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alarm.com Holdings, Inc.	06/07/2023	Shareholder	8	Yes	Amend Bylaws to Allow Time for Votes to be Casted or Changed After a Final Proposal is Presented at the Annual Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as it would not materially improve shareholder rights. Shareholders already have sufficient time to evaluate proxy materials and generally submit votes before the date of the annual meeting, minimizing any need for additional time to cast or change votes at the annual meeting.
Alaunos Therapeutics, Inc.	06/06/2023	Management	1	Yes	Elect Director Kevin S. Boyle, Sr.	For	For	For	For	WITHHOLD votes for James Huang are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Alaunos Therapeutics, Inc.	06/06/2023	Management	2	Yes	Elect Director Robert J. Hofmeister	For	For	For	For	WITHHOLD votes for James Huang are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Alaunos Therapeutics, Inc.	06/06/2023	Management	3	Yes	Elect Director James Huang	For	For	Withhold	Withhold	WITHHOLD votes for James Huang are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Alaunos Therapeutics, Inc.	06/06/2023	Management	4	Yes	Elect Director Robert W. Postma	For	For	For	For	WITHHOLD votes for James Huang are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Alaunos Therapeutics, Inc.	06/06/2023	Management	5	Yes	Elect Director Mary Thistle	For	For	For	For	WITHHOLD votes for James Huang are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Alaunos Therapeutics, Inc.	06/06/2023	Management	6	Yes	Elect Director Jaime Vieser	For	For	For	For	WITHHOLD votes for James Huang are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Alaunos Therapeutics, Inc.	06/06/2023	Management	7	Yes	Elect Director Holger Weis	For	For	For	For	WITHHOLD votes for James Huang are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Alaunos Therapeutics, Inc.	06/06/2023	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alaunos Therapeutics, Inc.	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company's executive pay program does not raise significant concerns at this time.
Alaunos Therapeutics, Inc.	06/06/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alaunos Therapeutics, Inc.	06/06/2023	Management	11	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the number of authorized shares would be proportionately reduced following the reverse stock split. In addition, the reverse stock split may enable the company to maintain the listing of its common stock on the Nasdaq Global Select Market.
Alaunos Therapeutics, Inc.	06/06/2023	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the requested increase in authorized shares is reasonable and there are no significant concerns about the company's past use of shares.
Alaunos Therapeutics, Inc.	06/06/2023	Management	13	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that Items 5 and 6 merit shareholder support.
Albany International Corp.	05/12/2023	Management	1	Yes	Elect Director Erland E. Kailbourne	For	For	Withhold	Withhold	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	2	Yes	Elect Director John R. Scannell	For	For	Withhold	Withhold	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	3	Yes	Elect Director Katharine L. Plourde	For	For	For	For	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	4	Yes	Elect Director A. William Higgins	For	For	For	For	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	5	Yes	Elect Director Kenneth W. Krueger	For	For	For	For	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	6	Yes	Elect Director Mark J. Murphy	For	For	For	For	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	7	Yes	Elect Director J. Michael McQuade	For	For	For	For	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	8	Yes	Elect Director Christina M. Alvord	For	For	For	For	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	9	Yes	Elect Director Russell E. Toney	For	For	For	For	WITHHOLD votes for Erland Kailbourne and John Scannell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Albany International Corp.	05/12/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albany International Corp.	05/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Albany International Corp.	05/12/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Albany International Corp.	05/12/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Albany International Corp.	05/12/2023	Management	14	Yes	Eliminate Class B Common Stock	For	For	For	For	A vote FOR this proposal is warranted, as no outstanding Class B shares, which hold superior voting rights, are outstanding and approval of this proposal would ensure that all outstanding common shares have an aligned voting and economic capital structure going forward
Alector, Inc.	06/14/2023	Management	1	Yes	Elect Director Elizabeth Garofalo	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Terrance (Terry) McGuire and Kristine Yaffe given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Elizabeth (Betsy) Garofalo is warranted.
Alector, Inc.	06/14/2023	Management	2	Yes	Elect Director Terry McGuire	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Terrance (Terry) McGuire and Kristine Yaffe given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Elizabeth (Betsy) Garofalo is warranted.
Alector, Inc.	06/14/2023	Management	3	Yes	Elect Director Kristine Yaffe	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Terrance (Terry) McGuire and Kristine Yaffe given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Elizabeth (Betsy) Garofalo is warranted.
Alector, Inc.	06/14/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alector, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alerus Financial Corporation	05/08/2023	Management	1	Yes	Elect Director Daniel E. Coughlin	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/08/2023	Management	2	Yes	Elect Director Kevin D. Lemke	For	For	Withhold	Withhold	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/08/2023	Management	3	Yes	Elect Director Michael S. Mathews	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alerus Financial Corporation	05/08/2023	Management	4	Yes	Elect Director Randy L. Newman	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/08/2023	Management	5	Yes	Elect Director Galen G. Vetter	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/08/2023	Management	6	Yes	Elect Director Katie A. Lorenson	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/08/2023	Management	7	Yes	Elect Director Janet O. Estep	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/08/2023	Management	8	Yes	Elect Director Mary E. Zimmer	For	For	For	For	WITHHOLD votes for Kevin Lemke are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Janet Estep for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alerus Financial Corporation	05/08/2023	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Alkermes Plc	06/29/2023	Management	3	Yes	Elect Management Nominee Director Emily Peterson Alva	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	4	Yes	Elect Management Nominee Director Shane M. Cooke	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	5	Yes	Elect Management Nominee Director Richard B. Gaynor	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	6	Yes	Elect Management Nominee Director Cato T. Laurencin	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	7	Yes	Elect Management Nominee Director Brian P. McKeon	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	8	Yes	Elect Management Nominee Director Richard F. Pops	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	9	Yes	Elect Management Nominee Director Christopher I. Wright	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Shareholder	10	Yes	Elect Dissident Nominee Director Patrice Bonfiglio	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Shareholder	11	Yes	Elect Dissident Nominee Director Alexander J. Denner	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Shareholder	12	Yes	Elect Dissident Nominee Director Sarah J. Schlesinger	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	14	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	16	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Alkermes Plc	06/29/2023	Management	17	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

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Alkermes Plc	06/29/2023	Shareholder	21	Yes	Elect Dissident Nominee Director Patrice Bonfiglio	For	Withhold	Withhold	Withhold	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Shareholder	22	Yes	Elect Dissident Nominee Director Alexander J. Denner	For	Withhold	Withhold	Withhold	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Shareholder	23	Yes	Elect Dissident Nominee Director Sarah J. Schlesinger	For	For	For	For	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Management	25	Yes	Elect Management Nominee Director Emily Peterson Alva	For	For	For	For	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alkermes Plc	06/29/2023	Management	26	Yes	Elect Management Nominee Director Cato T. Laurencin	For	For	For	For	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Management	27	Yes	Elect Management Nominee Director Brian P. McKeon	For	For	For	For	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Management	28	Yes	Elect Management Nominee Director Christopher I. Wright	For	For	For	For	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Management	30	Yes	Elect Management Nominee Director Shane M. Cooke	Withhold	For	For	For	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Alkermes Plc	06/29/2023	Management	31	Yes	Elect Management Nominee Director Richard B. Gaynor	Withhold	Withhold	Withhold	Withhold	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Management	32	Yes	Elect Management Nominee Director Richard F. Pops	Withhold	For	For	For	Although Alkermes has achieved positive results in terms of shareholder return, valuation, controlling R&D expense, and governance, the company has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. The dissident has made a compelling case for change to seek profitability improvements. Votes are warranted FOR dissident nominee Sarah Schlesinger. Shareholders are recommended to vote WITHHOLD on management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio. Votes are also warranted FOR all management nominees other than Gaynor.
Alkermes Plc	06/29/2023	Management	33	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alkermes Plc	06/29/2023	Management	34	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alkermes Plc	06/29/2023	Management	35	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.91 percent is excessive. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Alkermes Plc	06/29/2023	Management	36	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
Alkermes Plc	06/29/2023	Management	37	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
Allakos Inc.	05/25/2023	Management	1	Yes	Elect Director Paul Walker	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee member Paul Walker are warranted due to concerns regarding the company's compensation practices, including the legacy change-in-control agreements which contain a CIC tax-gross up provision, the automatic accelerated vesting of outstanding equity awards in the event of a change in control, the use of above-median benchmarking, and the lack of risk-mitigating features in the firm's compensation program. A vote FOR Amy Ladd is warranted.
Allakos Inc.	05/25/2023	Management	2	Yes	Elect Director Amy L. Ladd	For	For	For	For	WITHHOLD votes for incumbent compensation committee member Paul Walker are warranted due to concerns regarding the company's compensation practices, including the legacy change-in-control agreements which contain a CIC tax-gross up provision, the automatic accelerated vesting of outstanding equity awards in the event of a change in control, the use of above-median benchmarking, and the lack of risk-mitigating features in the firm's compensation program. A vote FOR Amy Ladd is warranted.
Allakos Inc.	05/25/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Allegiant Travel Company	06/21/2023	Management	1	Yes	Elect Director Maurice J. Gallagher, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/21/2023	Management	2	Yes	Elect Director Montie Brewer	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/21/2023	Management	3	Yes	Elect Director Gary Ellmer	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/21/2023	Management	4	Yes	Elect Director Ponder Harrison	For	For	For	For	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Allegiant Travel Company	06/21/2023	Management	5	Yes	Elect Director Linda A. Marvin	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/21/2023	Management	6	Yes	Elect Director Sandra Morgan	For	For	For	For	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/21/2023	Management	7	Yes	Elect Director Charles Pollard	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/21/2023	Management	8	Yes	Elect Director John Redmond	For	For	Against	Against	Votes AGAINST non-independent nominees Maurice Gallagher Jr., John Redmond, Gary Ellmer, Montie Brewer and Charles Pollard are warranted for lack of a majority independent board. Votes AGAINST Gary Ellmer, Montie Brewer and Charles Pollard are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Gary Ellmer, Linda Marvin, and Charles Pollard are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Allegiant Travel Company	06/21/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a sizable discretionary cash bonus in FY22, which was greater in value than total peer median CEO compensation. Additionally, the CEO received sizable front-loaded equity grants that were predominantly time-based. The time-based portion vested after just one year, while performance awards also use a relatively short timeframe.
Allegiant Travel Company	06/21/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Allegiant Travel Company	06/21/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Allegiant Travel Company	06/21/2023	Shareholder	12	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
ALLETE, Inc.	05/09/2023	Management	1	Yes	Elect Director Bethany M. Owen	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	2	Yes	Elect Director Susan K. Nestegard	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	3	Yes	Elect Director George G. Goldfarb	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	4	Yes	Elect Director James J. Hoolihan	For	For	Against	Against	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	5	Yes	Elect Director Madeleine W. Ludlow	For	For	Against	Against	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	6	Yes	Elect Director Charles R. Matthews	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	7	Yes	Elect Director Douglas C. Neve	For	For	Against	Against	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	8	Yes	Elect Director Barbara A. Nick	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	9	Yes	Elect Director Robert P. Powers	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	10	Yes	Elect Director Charlene A. Thomas	For	For	For	For	Votes AGAINST James (Jim) Hoolihan, Madeleine Ludlow and Douglas Neve are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ALLETE, Inc.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ALLETE, Inc.	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ALLETE, Inc.	05/09/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allied Motion Technologies Inc.	05/03/2023	Management	1	Yes	Elect Director Robert B. Engel	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Allied Motion Technologies Inc.	05/03/2023	Management	2	Yes	Elect Director Richard D. Federico	For	For	Against	Against	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allied Motion Technologies Inc.	05/03/2023	Management	3	Yes	Elect Director Steven C. Finch	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allied Motion Technologies Inc.	05/03/2023	Management	4	Yes	Elect Director James J. Tanous	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allied Motion Technologies Inc.	05/03/2023	Management	5	Yes	Elect Director Nicole R. Tzetzso	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allied Motion Technologies Inc.	05/03/2023	Management	6	Yes	Elect Director Richard S. Warzala	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allied Motion Technologies Inc.	05/03/2023	Management	7	Yes	Elect Director Michael R. Winter	For	For	For	For	Votes AGAINST Richard Federico are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Allied Motion Technologies Inc.	05/03/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Allied Motion Technologies Inc.	05/03/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Allison Transmission Holdings, Inc.	05/03/2023	Management	1	Yes	Elect Director Judy L. Altmaier	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	2	Yes	Elect Director D. Scott Barbour	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	3	Yes	Elect Director Philip J. Christman	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	4	Yes	Elect Director David C. Everitt	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	5	Yes	Elect Director David S. Graziosi	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	6	Yes	Elect Director Carolann I. Haznedar	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	7	Yes	Elect Director Richard P. Lavin	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	8	Yes	Elect Director Sasha Ostojic	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	9	Yes	Elect Director Gustave F. Perna	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	10	Yes	Elect Director Krishna Shivram	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings, Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	1	Yes	Elect Director Joanna Baker de Neufville	For	For	For	For	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Curtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	2	Yes	Elect Director Kenneth S. Curtis	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Curtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	3	Yes	Elect Director C. Andrew Eidson	For	For	For	For	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Curtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	4	Yes	Elect Director Albert E. Ferrara, Jr.	For	For	For	For	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Curtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	5	Yes	Elect Director Elizabeth A. Fessenden	For	For	For	For	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Curtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Alpha Metallurgical Resources, Inc.	05/03/2023	Management	6	Yes	Elect Director Michael Gorzynski	For	For	For	For	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Courtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	7	Yes	Elect Director Michael J. Quillen	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Courtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	8	Yes	Elect Director Daniel D. Smith	For	For	For	For	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Courtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	9	Yes	Elect Director David J. Stetson	For	For	For	For	WITHHOLD votes for incumbent Nominating Committee members Michael Quillen and Kenneth Courtis are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	10	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	11	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alpine Immune Sciences, Inc.	06/13/2023	Management	1	Yes	Elect Director Mitchell H. Gold	For	For	For	For	WITHHOLD votes for Governance Committee member Xiangmin (Min) Cui are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights A vote FOR the remaining nominees is warranted.
Alpine Immune Sciences, Inc.	06/13/2023	Management	2	Yes	Elect Director Xiangmin Cui	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Xiangmin (Min) Cui are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights A vote FOR the remaining nominees is warranted.
Alpine Immune Sciences, Inc.	06/13/2023	Management	3	Yes	Elect Director Jorn Drappa	For	For	For	For	WITHHOLD votes for Governance Committee member Xiangmin (Min) Cui are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights A vote FOR the remaining nominees is warranted.
Alpine Immune Sciences, Inc.	06/13/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alpine Immune Sciences, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alpine Immune Sciences, Inc.	06/13/2023	Management	6	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Alta Equipment Group Inc.	06/09/2023	Management	1	Yes	Elect Director Daniel Shribman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel (Dan) Shribman are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent Governance Committee member Katherine White for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Alta Equipment Group Inc.	06/09/2023	Management	2	Yes	Elect Director Katherine E. White	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel (Dan) Shribman are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent Governance Committee member Katherine White for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Alta Equipment Group Inc.	06/09/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Alta Equipment Group Inc.	06/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Altice USA, Inc.	06/14/2023	Management	1	Yes	Elect Director Alexandre Fonseca	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahí, Patrick Drahí, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahí, David Drahí, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahí is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Altice USA, Inc.	06/14/2023	Management	2	Yes	Elect Director Patrick Drahi	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	3	Yes	Elect Director David Drahi	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	4	Yes	Elect Director Dexter Goei	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Altice USA, Inc.	06/14/2023	Management	5	Yes	Elect Director Mark Mullen	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahí, Patrick Drahí, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahí, David Drahí, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahí is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	6	Yes	Elect Director Dennis Okhuijsen	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahí, Patrick Drahí, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahí, David Drahí, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahí is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	7	Yes	Elect Director Susan Schnabel	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahí, Patrick Drahí, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahí, David Drahí, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahí is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Altice USA, Inc.	06/14/2023	Management	8	Yes	Elect Director Charles Stewart	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	9	Yes	Elect Director Raymond Svider	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Alto Ingredients, Inc.	06/22/2023	Management	1	Yes	Elect Director Michael D. Kandris	For	For	For	For	WITHHOLD votes for Douglas (Doug) Kieta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/22/2023	Management	2	Yes	Elect Director Maria G. Gray	For	For	For	For	WITHHOLD votes for Douglas (Doug) Kieta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/22/2023	Management	3	Yes	Elect Director Douglas L. Kieta	For	For	Withhold	Withhold	WITHHOLD votes for Douglas (Doug) Kieta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/22/2023	Management	4	Yes	Elect Director Gilbert E. Nathan	For	For	For	For	WITHHOLD votes for Douglas (Doug) Kieta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alto Ingredients, Inc.	06/22/2023	Management	5	Yes	Elect Director Dianne S. Nury	For	For	For	For	WITHHOLD votes for Douglas (Doug) Kieta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Alto Ingredients, Inc.	06/22/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
Alto Ingredients, Inc.	06/22/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Alto Ingredients, Inc.	06/22/2023	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Altra Industrial Motion Corp.	01/17/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Notwithstanding concerns about the lack of a sales process, shareholders are receiving a meaningful premium to the unaffected share price and a slight premium to AIMC's 52-week high before announcement. Further, there is a potential downside risk of non-approval and the cash consideration provides liquidity and certainty of value. On balance, support FOR the proposed transaction is warranted.
Altra Industrial Motion Corp.	01/17/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and of a reasonable basis. Further, no excise tax gross-ups are payable. Lastly, equity awards are subject to double trigger vesting, including performance equity.
Altra Industrial Motion Corp.	01/17/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Amalgamated Financial Corp.	05/24/2023	Management	1	Yes	Elect Director Lynne P. Fox	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	2	Yes	Elect Director Priscilla Sims Brown	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	3	Yes	Elect Director Maryann Bruce	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	4	Yes	Elect Director Mark A. Finser	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	5	Yes	Elect Director Darrell Jackson	For	Against	Against	Against	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Amalgamated Financial Corp.	05/24/2023	Management	6	Yes	Elect Director Julie Kelly	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	7	Yes	Elect Director JoAnn Lilek	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	8	Yes	Elect Director John McDonagh	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	9	Yes	Elect Director Meredith Miller	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	10	Yes	Elect Director Robert G. Romasco	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	11	Yes	Elect Director Edgar Romney, Sr.	For	For	For	For	A vote AGAINST governance committee chair Darrell Jackson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Amalgamated Financial Corp.	05/24/2023	Management	12	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Amalgamated Financial Corp.	05/24/2023	Management	13	Yes	Approve Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted
Amalgamated Financial Corp.	05/24/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ambac Financial Group, Inc.	06/22/2023	Management	1	Yes	Elect Director Ian D. Haft	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	06/22/2023	Management	2	Yes	Elect Director Lisa G. Iglesias	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	06/22/2023	Management	3	Yes	Elect Director Joan Lamm-Tennant	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	06/22/2023	Management	4	Yes	Elect Director Claude LeBlanc	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	06/22/2023	Management	5	Yes	Elect Director Kristi A. Matus	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	06/22/2023	Management	6	Yes	Elect Director Michael D. Price	For	For	For	For	A vote FOR all director nominees is warranted.
Ambac Financial Group, Inc.	06/22/2023	Management	7	Yes	Elect Director Jeffrey S. Stein	For	For	For	For	A vote FOR all director nominees is warranted.

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Ambac Financial Group, Inc.	06/22/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's low support for the say-on-pay proposal, the committee demonstrated sufficient responsiveness to shareholder's disclosed concerns. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The company increased the weighting of financial STI metrics for 2023 and the majority of annual LTI awards are based on clearly-disclosed, multi-year goals. However, the two financial STI metrics carried over from the prior year were set at less rigorous levels as compared to the prior year's results without a corresponding reduction in payout opportunity, and were achieved at maximum, contributing to an above-target payout for the CEO. Additionally, there are continuing concerns regarding the magnitude of the CEO's equity awards, which was on par with the median total pay of company-selected peer CEOs, which contains several firms significantly larger than the company in terms of revenue and market capitalization.
Ambac Financial Group, Inc.	06/22/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ambarella, Inc.	06/21/2023	Management	1	Yes	Elect Director Leslie Kohn	For	For	For	For	Votes FOR all director nominees are warranted.
Ambarella, Inc.	06/21/2023	Management	2	Yes	Elect Director D. Jeffrey Richardson	For	For	For	For	Votes FOR all director nominees are warranted.
Ambarella, Inc.	06/21/2023	Management	3	Yes	Elect Director Elizabeth M. Schwarting	For	For	For	For	Votes FOR all director nominees are warranted.
Ambarella, Inc.	06/21/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ambarella, Inc.	06/21/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
AMC Networks Inc.	06/15/2023	Management	1	Yes	Elect Director Matthew C. Blank	For	For	For	For	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of nominating and governance committees, WITHHOLD votes for incumbent director nominees Joseph Cohen, Leonard Tow, and Carl Vogel (i) are warranted for lack of racial or ethnic diversity on the board and (ii) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
AMC Networks Inc.	06/15/2023	Management	2	Yes	Elect Director Joseph M. Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of nominating and governance committees, WITHHOLD votes for incumbent director nominees Joseph Cohen, Leonard Tow, and Carl Vogel (i) are warranted for lack of racial or ethnic diversity on the board and (ii) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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AMC Networks Inc.	06/15/2023	Management	3	Yes	Elect Director Debra G. Perelman	For	For	For	For	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of nominating and governance committees, WITHHOLD votes for incumbent director nominees Joseph Cohen, Leonard Tow, and Carl Vogel (i) are warranted for lack of racial or ethnic diversity on the board and (ii) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
AMC Networks Inc.	06/15/2023	Management	4	Yes	Elect Director Leonard Tow	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of nominating and governance committees, WITHHOLD votes for incumbent director nominees Joseph Cohen, Leonard Tow, and Carl Vogel (i) are warranted for lack of racial or ethnic diversity on the board and (ii) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
AMC Networks Inc.	06/15/2023	Management	5	Yes	Elect Director Carl E. Vogel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Leonard Tow are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Leonard Tow are also warranted for serving as a non-independent member of a key board committee. In the absence of nominating and governance committees, WITHHOLD votes for incumbent director nominees Joseph Cohen, Leonard Tow, and Carl Vogel (i) are warranted for lack of racial or ethnic diversity on the board and (ii) for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
AMC Networks Inc.	06/15/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AMC Networks Inc.	06/15/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Though the STI awards were primarily based on objective metrics, most targets and some results were undisclosed, making it difficult for shareholders to evaluate the rigor of the goals. Additionally, while long-term incentive awards were half performance-conditioned, performance awards used annual measurement periods with metrics that largely overlapped with the STI program. Lastly, the newly promoted CEO received a sizable time-based promotion equity grant that vested upon her departure.
AMC Networks Inc.	06/15/2023	Shareholder	8	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Amedisys, Inc.	06/08/2023	Management	1	Yes	Elect Director Richard M. Ashworth	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	2	Yes	Elect Director Vickie L. Capps	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	3	Yes	Elect Director Molly J. Coye	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	4	Yes	Elect Director Julie D. Klapstein	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	5	Yes	Elect Director Teresa L. Kline	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	6	Yes	Elect Director Paul B. Kusserow	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	7	Yes	Elect Director Bruce D. Perkins	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	8	Yes	Elect Director Jeffrey A. Rideout	For	For	For	For	A vote FOR the director nominees is warranted.

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Amedisys, Inc.	06/08/2023	Management	9	Yes	Elect Director Ivanetta Davis Samuels	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amedisys, Inc.	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Amedisys, Inc.	06/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Amerant Bancorp Inc.	06/07/2023	Management	1	Yes	Elect Director Gerald P. Plush	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	2	Yes	Elect Director Pamela J. Dana	For	For	Against	Against	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	3	Yes	Elect Director Miguel A. Capriles L.	For	For	Against	Against	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	4	Yes	Elect Director Samantha Holroyd	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	5	Yes	Elect Director Erin D. Knight	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	6	Yes	Elect Director Gustavo Marturet M.	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	7	Yes	Elect Director John A. Quelch	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	8	Yes	Elect Director John W. Quill	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	9	Yes	Elect Director Ashaki Rucker	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	10	Yes	Elect Director Oscar Suarez	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	11	Yes	Elect Director Millar Wilson	For	For	For	For	Votes AGAINST Pamela Dana and Miguel Capriles Lopez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amerant Bancorp Inc.	06/07/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.
Amerant Bancorp Inc.	06/07/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Amerant Bancorp Inc.	06/07/2023	Management	14	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ameresco, Inc.	06/13/2023	Management	1	Yes	Elect Director Claire Hughes Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Frank Wisneski are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Claire Hughes Johnson and Frank Wisneski are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Charles R. Patton is warranted.
Ameresco, Inc.	06/13/2023	Management	2	Yes	Elect Director Frank V. Wisneski	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Frank Wisneski are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Claire Hughes Johnson and Frank Wisneski are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Charles R. Patton is warranted.
Ameresco, Inc.	06/13/2023	Management	3	Yes	Elect Director Charles R. Patton	For	For	For	For	WITHHOLD votes for non-independent nominee Frank Wisneski are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Claire Hughes Johnson and Frank Wisneski are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Charles R. Patton is warranted.
Ameresco, Inc.	06/13/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ameresco, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's salary was significantly increased again in FY22 and remains relatively high as compared to peers. Further, while equity awards were entirely performance-based, the CEO's grant value was considered to be outsized. Specific forward-looking performance targets were not disclosed nor were relative weights and the potential impact of individual performance.
Ameresco, Inc.	06/13/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Axle & Manufacturing Holdings, Inc.	05/04/2023	Management	1	Yes	Elect Director James A. McCaslin	For	For	Against	Against	Votes AGAINST non-independent nominees James McCaslin and William Miller II are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Sandra E. Pierce is warranted.
American Axle & Manufacturing Holdings, Inc.	05/04/2023	Management	2	Yes	Elect Director William P. Miller, II	For	For	Against	Against	Votes AGAINST non-independent nominees James McCaslin and William Miller II are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Sandra E. Pierce is warranted.
American Axle & Manufacturing Holdings, Inc.	05/04/2023	Management	3	Yes	Elect Director Sandra E. Pierce	For	For	For	For	Votes AGAINST non-independent nominees James McCaslin and William Miller II are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Sandra E. Pierce is warranted.
American Axle & Manufacturing Holdings, Inc.	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were predominantly performance-conditioned and half of the long-term incentive awards are performance-based. Moreover, payouts were aligned with performance on the relevant metrics, and the proportion of long-term incentives for FY23 is also expected to increase to a majority.
American Axle & Manufacturing Holdings, Inc.	05/04/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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American Axle & Manufacturing Holdings, Inc.	05/04/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Eagle Outfitters, Inc.	06/07/2023	Management	1	Yes	Elect Director Jay L. Schottenstein	For	For	Against	Against	Votes AGAINST non-independent nominee Jay Schottenstein are warranted for lack of a majority independent board. Votes AGAINST incumbent governance committee member Sujatha (Suja) Chandrasekaran are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
American Eagle Outfitters, Inc.	06/07/2023	Management	2	Yes	Elect Director Sujatha Chandrasekaran	For	For	Against	Against	Votes AGAINST non-independent nominee Jay Schottenstein are warranted for lack of a majority independent board. Votes AGAINST incumbent governance committee member Sujatha (Suja) Chandrasekaran are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
American Eagle Outfitters, Inc.	06/07/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Eagle Outfitters, Inc.	06/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal/home security perquisite to the CEO.
American Eagle Outfitters, Inc.	06/07/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Eagle Outfitters, Inc.	06/07/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
American Equity Investment Life Holding Company	06/08/2023	Management	1	Yes	Elect Director Joyce A. Chapman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joyce Chapman, Robert Howe, and William Kunkel are warranted for lack of a majority independent board. WITHHOLD votes for Joyce Chapman and Robert Howe are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael E. Hayes is warranted.
American Equity Investment Life Holding Company	06/08/2023	Management	2	Yes	Elect Director Michael E. Hayes	For	For	For	For	WITHHOLD votes for non-independent nominees Joyce Chapman, Robert Howe, and William Kunkel are warranted for lack of a majority independent board. WITHHOLD votes for Joyce Chapman and Robert Howe are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael E. Hayes is warranted.
American Equity Investment Life Holding Company	06/08/2023	Management	3	Yes	Elect Director Robert L. Howe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joyce Chapman, Robert Howe, and William Kunkel are warranted for lack of a majority independent board. WITHHOLD votes for Joyce Chapman and Robert Howe are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael E. Hayes is warranted.
American Equity Investment Life Holding Company	06/08/2023	Management	4	Yes	Elect Director William R. Kunkel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joyce Chapman, Robert Howe, and William Kunkel are warranted for lack of a majority independent board. WITHHOLD votes for Joyce Chapman and Robert Howe are also warranted for serving as non-independent members of a key board committee. A vote FOR Michael E. Hayes is warranted.
American Equity Investment Life Holding Company	06/08/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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American Equity Investment Life Holding Company	06/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual and long-term incentives were sufficiently performance-based for the year in review, but there are significant concerns with a special equity award granted to the CEO. The award is entirely based on achieving share price goals; however, the structure may result in vesting without requiring long-term sustained share price appreciation through the end of the performance period. Additionally, the award provides for vesting of the first tranche upon a CIC even if no performance goals are achieved. The award is also relatively large, follows another special award granted in late 2020 and early 2021, and there is no indication based on proxy disclosure that the 2022 special award covers, or offsets, future pay. In light of these concerns, the quantitative pay-for-performance misalignment is not mitigated. Additionally, the committee provided problematic severance benefits to an NEO in connection with a departure that is not clearly disclosed as involuntary. Specifically, the NEO received continued vesting of equity awards, which appears to be a discretionary enhancement. Providing enhanced equity treatment in connection with a departure that is not clearly disclosed as involuntary in considered problematic.
American Equity Investment Life Holding Company	06/08/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Equity Investment Life Holding Company	06/08/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
American National Bankshares Inc.	05/16/2023	Management	1	Yes	Elect Director Rickey J. Barker	For	For	For	For	WITHHOLD votes for Dan Pleasant are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/16/2023	Management	2	Yes	Elect Director Adrian T. Smith	For	For	For	For	WITHHOLD votes for Dan Pleasant are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/16/2023	Management	3	Yes	Elect Director Dan M. Pleasant	For	For	Withhold	Withhold	WITHHOLD votes for Dan Pleasant are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/16/2023	Management	4	Yes	Elect Director J. Nathan Duggins, III	For	For	For	For	WITHHOLD votes for Dan Pleasant are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/16/2023	Management	5	Yes	Elect Director William J. Farrell, II	For	For	For	For	WITHHOLD votes for Dan Pleasant are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/16/2023	Management	6	Yes	Elect Director Tammy Moss Finley	For	For	For	For	WITHHOLD votes for Dan Pleasant are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/16/2023	Management	7	Yes	Elect Director Joel R. Shepherd	For	For	For	For	WITHHOLD votes for Dan Pleasant are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American National Bankshares Inc.	05/16/2023	Management	8	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American National Bankshares Inc.	05/16/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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American National Bankshares Inc.	05/16/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Public Education, Inc.	05/19/2023	Management	1	Yes	Elect Director Eric C. Andersen	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	2	Yes	Elect Director Granetta B. Blevins	For	For	Against	Against	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	3	Yes	Elect Director Michael D. Braner	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	4	Yes	Elect Director Anna M. Fabrega	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	5	Yes	Elect Director Jean C. Halle	For	For	Against	Against	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	6	Yes	Elect Director James Kenigsberg	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	7	Yes	Elect Director Barbara L. Kurshan	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	8	Yes	Elect Director Daniel S. Pianko	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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American Public Education, Inc.	05/19/2023	Management	9	Yes	Elect Director William G. Robinson, Jr.	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	10	Yes	Elect Director Angela K. Selden	For	For	For	For	Votes AGAINST Jean Halle are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Granetta Blevins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
American Public Education, Inc.	05/19/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.07 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
American Public Education, Inc.	05/19/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
American Public Education, Inc.	05/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
American Public Education, Inc.	05/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Public Education, Inc.	05/19/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
American States Water Company	05/23/2023	Management	1	Yes	Elect Director Thomas A. Eichelberger	For	For	For	For	A vote FOR all director nominees is warranted.
American States Water Company	05/23/2023	Management	2	Yes	Elect Director Roger M. Ervin	For	For	For	For	A vote FOR all director nominees is warranted.
American States Water Company	05/23/2023	Management	3	Yes	Elect Director C. James Levin	For	For	For	For	A vote FOR all director nominees is warranted.
American States Water Company	05/23/2023	Management	4	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution of 3.09 percent is reasonable.
American States Water Company	05/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
American States Water Company	05/23/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American States Water Company	05/23/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Vanguard Corporation	06/07/2023	Management	1	Yes	Elect Director Marisol Angelini	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	2	Yes	Elect Director Scott D. Baskin	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	3	Yes	Elect Director Mark R. Bassett	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	4	Yes	Elect Director Debra F. Edwards	For	For	Against	Against	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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American Vanguard Corporation	06/07/2023	Management	5	Yes	Elect Director Morton D. Erlich	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	6	Yes	Elect Director Patrick E. Gottschalk	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	7	Yes	Elect Director Emer Gunter	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	8	Yes	Elect Director Keith M. Rosenbloom	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	9	Yes	Elect Director Eric G. Wintemute	For	For	For	For	Votes AGAINST Debra Edwards are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American Vanguard Corporation	06/07/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
American Vanguard Corporation	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
American Well Corporation	06/22/2023	Management	1	Yes	Elect Director Peter L. Slavin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Peter Slavin are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
American Well Corporation	06/22/2023	Management	2	Yes	Elect Director Ido Schoenberg	For	For	For	For	WITHHOLD votes for Governance Committee member Peter Slavin are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
American Well Corporation	06/22/2023	Management	3	Yes	Elect Director Roy Schoenberg	For	For	For	For	WITHHOLD votes for Governance Committee member Peter Slavin are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
American Well Corporation	06/22/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
American Well Corporation	06/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentive is based on a pre-set financial metric and the below-target payout generally aligned with recent company underperformance. A concern is noted in the LTI program, as the co-CEOs received a front-loaded equity grant with a substantial above-target opportunity, though shareholders may note that the award was entirely in performance-conditioned equity that utilizes rigorous goals.
Ameris Bancorp	06/05/2023	Management	1	Yes	Elect Director William I. Bowen, Jr.	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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Ameris Bancorp	06/05/2023	Management	2	Yes	Elect Director Rodney D. Bullard	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	3	Yes	Elect Director Wm. Millard Choate	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	4	Yes	Elect Director R. Dale Ezzell	For	For	Against	Against	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	5	Yes	Elect Director Leo J. Hill	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	6	Yes	Elect Director Daniel B. Jeter	For	For	Against	Against	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	7	Yes	Elect Director Robert P. Lynch	For	For	Against	Against	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	8	Yes	Elect Director Elizabeth A. McCague	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	9	Yes	Elect Director James B. Miller, Jr.	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	10	Yes	Elect Director Gloria A. O'Neal	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	11	Yes	Elect Director H. Palmer Proctor, Jr.	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	12	Yes	Elect Director William H. Stern	For	For	For	For	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	13	Yes	Elect Director Jimmy D. Veal	For	For	Against	Against	Votes AGAINST R. Dale Ezzell, Daniel Jeter, Robert Lynch, and Jimmy Veal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameris Bancorp	06/05/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ameris Bancorp	06/05/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AMERISAFE, Inc.	06/09/2023	Management	1	Yes	Elect Director Michael J. Brown	For	For	For	For	WITHHOLD votes for non-independent nominee G. Janelle Frost are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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AMERISAFE, Inc.	06/09/2023	Management	2	Yes	Elect Director G. Janelle Frost	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee G. Janelle Frost are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
AMERISAFE, Inc.	06/09/2023	Management	3	Yes	Elect Director Sean M. Traynor	For	For	For	For	WITHHOLD votes for non-independent nominee G. Janelle Frost are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
AMERISAFE, Inc.	06/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AMERISAFE, Inc.	06/09/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AMERISAFE, Inc.	06/09/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AmeriServ Financial, Inc.	05/26/2023	Management	2	Yes	Elect Management Nominee Director Richard W. Bloomingdale	For	For	For	For	Votes FOR management nominees Bloomingdale, Hickton, and Onorato are warranted at this time.
AmeriServ Financial, Inc.	05/26/2023	Management	3	Yes	Elect Management Nominee Director David J. Hickton	For	For	For	For	Votes FOR management nominees Bloomingdale, Hickton, and Onorato are warranted at this time.
AmeriServ Financial, Inc.	05/26/2023	Management	4	Yes	Elect Management Nominee Director Daniel A. Onorato	For	For	For	For	Votes FOR management nominees Bloomingdale, Hickton, and Onorato are warranted at this time.
AmeriServ Financial, Inc.	05/26/2023	Management	5	Yes	Eliminate Cumulative Voting	For	Against	Against	Against	As the company has not provided a strong rationale for this change, a vote AGAINST this proposal is warranted.
AmeriServ Financial, Inc.	05/26/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AmeriServ Financial, Inc.	05/26/2023	Management	7	Yes	Ratify S.R. Snodgrass P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AmeriServ Financial, Inc.	05/26/2023	Shareholder	10	Yes	Elect Dissident Nominee Director J. Abbott R. Cooper	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Shareholder	11	Yes	Elect Dissident Nominee Director Julius (Izzy) D. Rudolph	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Shareholder	12	Yes	Elect Dissident Nominee Director Brandon L. Simmons	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Management	14	Yes	Elect Management Nominee Director Richard W. Bloomingdale	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Management	15	Yes	Elect Management Nominee Director David J. Hickton	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Management	16	Yes	Elect Management Nominee Director Daniel A. Onorato	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Management	17	Yes	Eliminate Cumulative Voting	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
AmeriServ Financial, Inc.	05/26/2023	Management	19	Yes	Ratify S.R. Snodgrass P.C. as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Ames National Corporation	04/26/2023	Management	1	Yes	Elect Director Jeffery C. Baker	For	For	For	For	WITHHOLD votes for non-independent nominee Betty Baudler Horras are warranted for lack of a majority independent board. WITHHOLD votes for Betty Baudler Horras are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/26/2023	Management	2	Yes	Elect Director Betty A. Baudler Horras	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Betty Baudler Horras are warranted for lack of a majority independent board. WITHHOLD votes for Betty Baudler Horras are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ames National Corporation	04/26/2023	Management	3	Yes	Elect Director Patrick G. Hagan	For	For	For	For	WITHHOLD votes for non-independent nominee Betty Baudler Horras are warranted for lack of a majority independent board. WITHHOLD votes for Betty Baudler Horras are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ames National Corporation	04/26/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ames National Corporation	04/26/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ames National Corporation	04/26/2023	Management	6	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Amkor Technology, Inc.	05/16/2023	Management	1	Yes	Elect Director James J. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	2	Yes	Elect Director Susan Y. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	3	Yes	Elect Director Giel Rutten	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	4	Yes	Elect Director Douglas A. Alexander	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	5	Yes	Elect Director Roger A. Carolin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	6	Yes	Elect Director Winston J. Churchill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Amkor Technology, Inc.	05/16/2023	Management	7	Yes	Elect Director Daniel Liao	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	8	Yes	Elect Director MaryFrances McCourt	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	9	Yes	Elect Director Robert R. Morse	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	10	Yes	Elect Director Gil C. Tily	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	11	Yes	Elect Director David N. Watson	For	For	For	For	WITHHOLD votes for non-independent nominees James Kim, Giel Rutten, Winston Churchill Jr., Roger Carolin, Susan Kim and Gil Tily are warranted for lack of a majority independent board. WITHHOLD votes for Winston Churchill Jr., Roger Carolin and Gil Tily are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amkor Technology, Inc.	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company paid tax gross-up for the CEO's financial/tax advisory services; * equity awards to the CEO lack any performance-contingent pay elements; and * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Amkor Technology, Inc.	05/16/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amkor Technology, Inc.	05/16/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	1	Yes	Elect Director Emily Peterson Alva	For	For	For	For	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	2	Yes	Elect Director Deb Autor	For	For	For	For	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	3	Yes	Elect Director J. Kevin Buchi	For	Against	Against	Against	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	4	Yes	Elect Director Jeff George	For	Against	Against	Against	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	5	Yes	Elect Director John Kiely	For	Against	Against	Against	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	6	Yes	Elect Director Paul Meister	For	Against	Against	Against	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	7	Yes	Elect Director Ted Nark	For	For	For	For	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	8	Yes	Elect Director Chintu Patel	For	For	For	For	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	9	Yes	Elect Director Chirag Patel	For	For	For	For	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	10	Yes	Elect Director Gautam Patel	For	For	For	For	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	11	Yes	Elect Director Shlomo Yanai	For	For	For	For	A vote FOR remaining Directors is warranted.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Amneal Pharmaceuticals, Inc.	05/09/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Ampco-Pittsburgh Corporation	05/18/2023	Management	1	Yes	Elect Director James J. Abel	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Paul are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees James Abel, Frederick (Fred) DiSanto, Darrell McNair, and Stephen Paul are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Ampco-Pittsburgh Corporation	05/18/2023	Management	2	Yes	Elect Director Fredrick D. DiSanto	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Paul are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees James Abel, Frederick (Fred) DiSanto, Darrell McNair, and Stephen Paul are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Ampco-Pittsburgh Corporation	05/18/2023	Management	3	Yes	Elect Director Darrell L. McNair	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Paul are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees James Abel, Frederick (Fred) DiSanto, Darrell McNair, and Stephen Paul are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Ampco-Pittsburgh Corporation	05/18/2023	Management	4	Yes	Elect Director Stephen E. Paul	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Paul are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees James Abel, Frederick (Fred) DiSanto, Darrell McNair, and Stephen Paul are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Ampco-Pittsburgh Corporation	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Ampco-Pittsburgh Corporation	05/18/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ampco-Pittsburgh Corporation	05/18/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ampco-Pittsburgh Corporation	05/18/2023	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Amphastar Pharmaceuticals, Inc.	06/05/2023	Management	1	Yes	Elect Director Floyd F. Petersen	For	Against	Against	Against	Votes AGAINST non-independent nominees Yakob (Jacob) Liawatidewi, William (Bill) Peters and Floyd Petersen are warranted for lack of a majority independent board. Votes AGAINST Floyd Petersen are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent director nominee Floyd Petersen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. Votes AGAINST incumbent director nominee Floyd Petersen are also warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company. Votes AGAINST incumbent director nominee Floyd Petersen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Amphastar Pharmaceuticals, Inc.	06/05/2023	Management	2	Yes	Elect Director Jacob Liawatidewi	For	For	Against	Against	Votes AGAINST non-independent nominees Yakob (Jacob) Liawatidewi, William (Bill) Peters and Floyd Petersen are warranted for lack of a majority independent board. Votes AGAINST Floyd Petersen are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent director nominee Floyd Petersen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. Votes AGAINST incumbent director nominee Floyd Petersen are also warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company. Votes AGAINST incumbent director nominee Floyd Petersen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Amphastar Pharmaceuticals, Inc.	06/05/2023	Management	3	Yes	Elect Director William J. Peters	For	For	Against	Against	Votes AGAINST non-independent nominees Yakob (Jacob) Liawatidewi, William (Bill) Peters and Floyd Petersen are warranted for lack of a majority independent board. Votes AGAINST Floyd Petersen are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent director nominee Floyd Petersen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. Votes AGAINST incumbent director nominee Floyd Petersen are also warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company. Votes AGAINST incumbent director nominee Floyd Petersen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Amphastar Pharmaceuticals, Inc.	06/05/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amphastar Pharmaceuticals, Inc.	06/05/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large automobile perquisite to the CEO. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Amtech Systems, Inc.	03/01/2023	Management	1	Yes	Elect Director Michael Whang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Whang, Michael Gamreiter and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Gamreiter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/01/2023	Management	2	Yes	Elect Director Lisa D. Gibbs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Whang, Michael Gamreiter and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Gamreiter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/01/2023	Management	3	Yes	Elect Director Robert M. Averick	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Whang, Michael Gamreiter and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Gamreiter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/01/2023	Management	4	Yes	Elect Director Robert C. Daigle	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Whang, Michael Gamreiter and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Gamreiter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/01/2023	Management	5	Yes	Elect Director Michael Gamreiter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Whang, Michael Gamreiter and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Gamreiter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/01/2023	Management	6	Yes	Elect Director Michael M. Ludwig	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Whang, Michael Gamreiter and Lisa Gibbs are warranted for lack of a majority independent board. WITHHOLD votes for Michael Gamreiter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amtech Systems, Inc.	03/01/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Amtech Systems, Inc.	03/01/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AnaptysBio, Inc.	06/15/2023	Management	1	Yes	Elect Director Magda Marquet	For	For	For	For	WITHHOLD votes for incumbent Governance Committee member Hollings Renton are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee Chair Hollings Renton are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for Compensation Committee member John Schmid are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Magda Marquet is warranted.

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AnaptysBio, Inc.	06/15/2023	Management	2	Yes	Elect Director Hollings Renton	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Governance Committee member Hollings Renton are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee Chair Hollings Renton are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for Compensation Committee member John Schmid are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Magda Marquet is warranted.
AnaptysBio, Inc.	06/15/2023	Management	3	Yes	Elect Director John P. Schmid	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Governance Committee member Hollings Renton are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee Chair Hollings Renton are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. WITHHOLD votes for Compensation Committee member John Schmid are warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Magda Marquet is warranted.
AnaptysBio, Inc.	06/15/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
AnaptysBio, Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment for the year in review is underscored by an outsized grant of equity to the interim CEO that lacks performance criteria. In addition, the company does not disclose the performance targets underlying the annual incentive awards. Finally, the company entered into a recent agreement with the interim CEO that provides for a change-in-control excise tax gross-up, which is a problematic pay practice.
AnaptysBio, Inc.	06/15/2023	Management	6	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	1	No	Elect Director Robert E. Brown, Jr. *Withdrawn Resolution*					A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	2	Yes	Elect Director Thomas Haughey	For	Against	Against	Against	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ANI Pharmaceuticals, Inc.	05/23/2023	Management	3	Yes	Elect Director Nikhil Lalwani	For	For	For	For	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	4	Yes	Elect Director David B. Nash	For	Against	Against	Against	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	5	Yes	Elect Director Antonio R. Pera	For	For	For	For	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	6	Yes	Elect Director Renee P. Tannenbaum	For	For	For	For	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	7	Yes	Elect Director Muthusamy Shanmugam	For	For	For	For	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	8	Yes	Elect Director Jeanne A. Thoma	For	Against	Against	Against	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	9	Yes	Elect Director Patrick D. Walsh	For	For	For	For	A vote AGAINST audit committee members Thomas Haughey, David Nash, and Jeanne Thoma is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by a former director. A vote FOR the remaining director nominees is warranted.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	10	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ANI Pharmaceuticals, Inc.	05/23/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.39 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Anika Therapeutics, Inc.	06/14/2023	Management	1	Yes	Elect Director Gary P. Fischetti	For	For	For	For	A vote FOR all director nominees is warranted.
Anika Therapeutics, Inc.	06/14/2023	Management	2	Yes	Elect Director John B. Henneman, III	For	For	For	For	A vote FOR all director nominees is warranted.
Anika Therapeutics, Inc.	06/14/2023	Management	3	Yes	Elect Director Susan L. N. Vogt	For	For	For	For	A vote FOR all director nominees is warranted.
Anika Therapeutics, Inc.	06/14/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Anika Therapeutics, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Anika Therapeutics, Inc.	06/14/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Anika Therapeutics, Inc.	06/14/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.88 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Antero Midstream Corporation	06/06/2023	Management	1	Yes	Elect Director Peter A. Dea	For	For	For	For	WITHHOLD votes are warranted for W. Howard Keenan Jr.: * as a governance committee member, for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and * as a nominating committee member, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/06/2023	Management	2	Yes	Elect Director W. Howard Keenan, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for W. Howard Keenan Jr.: * as a governance committee member, for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and * as a nominating committee member, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/06/2023	Management	3	Yes	Elect Director Janine J. McArdle	For	For	For	For	WITHHOLD votes are warranted for W. Howard Keenan Jr.: * as a governance committee member, for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and * as a nominating committee member, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/06/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Antero Midstream Corporation	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Antero Midstream Corporation	06/06/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Anywhere Real Estate, Inc.	05/03/2023	Management	1	Yes	Elect Director Fiona P. Dias	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	2	Yes	Elect Director Matthew J. Espe	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	3	Yes	Elect Director V. Ann Hailey	For	For	Against	Against	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	4	Yes	Elect Director Bryson R. Koehler	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Anywhere Real Estate, Inc.	05/03/2023	Management	5	Yes	Elect Director Duncan L. Niederauer	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	6	Yes	Elect Director Egbert L.J. Perry	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	7	Yes	Elect Director Ryan M. Schneider	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	8	Yes	Elect Director Enrique Silva	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	9	Yes	Elect Director Sherry M. Smith	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	10	Yes	Elect Director Christopher S. Terrill	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	11	Yes	Elect Director Felicia Williams	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	12	Yes	Elect Director Michael J. Williams	For	For	For	For	Votes AGAINST V. Ann Hailey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Anywhere Real Estate, Inc.	05/03/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Anywhere Real Estate, Inc.	05/03/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Anywhere Real Estate, Inc.	05/03/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The company's three-year average burn rate is excessive.
Anywhere Real Estate, Inc.	05/03/2023	Management	16	Yes	Issue Updated Indemnification, Liability and Exculpation Agreements for Directors	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
APi Group Corporation	06/15/2023	Management	1	Yes	Elect Director Martin E. Franklin	For	For	For	For	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	2	Yes	Elect Director James E. Lillie	For	For	For	For	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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APi Group Corporation	06/15/2023	Management	3	Yes	Elect Director Ian G.H. Ashken	For	Against	Against	Against	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	4	Yes	Elect Director Russell A. Becker	For	For	For	For	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	5	Yes	Elect Director David S. Blitzler	For	For	For	For	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	6	Yes	Elect Director Paula D. Loop	For	For	For	For	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	7	Yes	Elect Director Anthony E. Malkin	For	For	For	For	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	8	Yes	Elect Director Thomas V. Milroy	For	For	For	For	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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APi Group Corporation	06/15/2023	Management	9	Yes	Elect Director Cyrus D. Walker	For	Against	Against	Against	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	10	Yes	Elect Director Carrie A. Wheeler	For	Against	Against	Against	A vote AGAINST audit committee members Ian Ashken and Carrie Wheeler is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote AGAINST governance committee chair Cyrus Walker is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
APi Group Corporation	06/15/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
APi Group Corporation	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Apogee Enterprises, Inc.	06/21/2023	Management	1	Yes	Elect Director Lloyd E. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Apogee Enterprises, Inc.	06/21/2023	Management	2	Yes	Elect Director Donald A. Nolan	For	For	For	For	A vote FOR all director nominees is warranted.
Apogee Enterprises, Inc.	06/21/2023	Management	3	Yes	Elect Director Patricia K. Wagner	For	For	For	For	A vote FOR all director nominees is warranted.
Apogee Enterprises, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Apogee Enterprises, Inc.	06/21/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Apogee Enterprises, Inc.	06/21/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Apollo Medical Holdings, Inc.	06/13/2023	Management	1	Yes	Elect Director Kenneth Sim	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	2	Yes	Elect Director Thomas S. Lam	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	3	Yes	Elect Director Mitchell W. Kitayama	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	4	Yes	Elect Director David G. Schmidt	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	5	Yes	Elect Director Linda Marsh	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	6	Yes	Elect Director John Chiang	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	7	Yes	Elect Director Matthew Mazdyasni	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	8	Yes	Elect Director J. Lorraine Estradas	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	9	Yes	Elect Director Weili Dai	For	For	For	For	A vote FOR all director nominees is warranted.
Apollo Medical Holdings, Inc.	06/13/2023	Management	10	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Apollo Medical Holdings, Inc.	06/13/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are concerns surrounding co-CEO Sim's sizable equity awards, for which no performance criteria were disclosed in the proxy. Additionally, the NEOs' bonuses were entirely discretionary.
Apollo Medical Holdings, Inc.	06/13/2023	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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AppFolio, Inc.	06/16/2023	Management	1	Yes	Elect Director Olivia Nottebohm	For	For	For	For	WITHHOLD votes are warranted for director nominee Alex Wolf given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of audit committee member nominees, WITHHOLD votes are further warranted for incumbent director Alex Wolf due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominee, Olivia Nottebohm, is warranted.
AppFolio, Inc.	06/16/2023	Management	2	Yes	Elect Director Alex Wolf	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominee Alex Wolf given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of audit committee member nominees, WITHHOLD votes are further warranted for incumbent director Alex Wolf due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. A vote FOR the remaining director nominee, Olivia Nottebohm, is warranted.
AppFolio, Inc.	06/16/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Withhold	Withhold	A WITHHOLD vote for this item is warranted as the auditor's tenure at the company exceeds seven years.
AppFolio, Inc.	06/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Withhold	Withhold	Withhold	A WITHHOLD vote is warranted for this proposal. The company paid significant severance for what the proxy describes as a resignation, which is considered a problematic practice.
Aqua Metals, Inc.	06/15/2023	Management	1	Yes	Elect Director Vincent L. DiVito	For	For	For	For	A vote FOR all director nominees is warranted.
Aqua Metals, Inc.	06/15/2023	Management	2	Yes	Elect Director Stephen Cotton	For	For	For	For	A vote FOR all director nominees is warranted.
Aqua Metals, Inc.	06/15/2023	Management	3	Yes	Elect Director Molly P. Zhang	For	For	For	For	A vote FOR all director nominees is warranted.
Aqua Metals, Inc.	06/15/2023	Management	4	Yes	Elect Director Edward Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Aqua Metals, Inc.	06/15/2023	Management	5	Yes	Elect Director David Kanen	For	For	For	For	A vote FOR all director nominees is warranted.
Aqua Metals, Inc.	06/15/2023	Management	6	Yes	Adopt Rights Plan (NOL Pill)	For	For	For	For	A vote FOR this proposal is warranted, as the terms of Aqua Metals' NOL pill appear reasonable, and the deferred tax assets generated from the company's net operating losses are material.
Aqua Metals, Inc.	06/15/2023	Management	7	Yes	Authorize New Class of Preferred Stock	For	For	For	For	A vote FOR this proposal is warranted, as the main purpose of this proposal is to establish a class of preferred stock to allow the company to adopt a NOL pill, as discussed under Item 2, which merits shareholder support.
Aqua Metals, Inc.	06/15/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Aqua Metals, Inc.	06/15/2023	Management	9	Yes	Ratify Armanino LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aqua Metals, Inc.	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While total CEO compensation has decreased year-over-year, the company's compensation programs are not strongly performance-based. Bonuses are solely discretionary and equity awards lack objective performance criteria.
Aqua Metals, Inc.	06/15/2023	Management	11	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that Items 5 and 6 do not merit shareholder support.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ArcBest Corporation	04/26/2023	Management	1	Yes	Elect Director Salvatore A. Abbate	For	For	For	For	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	2	Yes	Elect Director Eduardo F. Conrado	For	Against	Against	Against	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	3	Yes	Elect Director Fredrik J. Eliasson	For	For	For	For	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	4	Yes	Elect Director Michael P. Hogan	For	For	For	For	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	5	Yes	Elect Director Kathleen D. McElligott	For	For	For	For	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	6	Yes	Elect Director Judy R. McReynolds	For	For	For	For	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.

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ArcBest Corporation	04/26/2023	Management	7	Yes	Elect Director Craig E. Philip	For	For	Against	Against	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	8	Yes	Elect Director Steven L. Spinner	For	For	Against	Against	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	9	Yes	Elect Director Janice E. Stipp	For	For	For	For	Votes AGAINST Steven Spinner and Craig Philip are warranted for serving as non-independent members of a key board committee. A vote AGAINST Nominating/Corporate Governance Committee Chair Eduardo Conrado is warranted, as the company unilaterally adopted an unduly restrictive federal forum selection bylaw and a problematic advance notice bylaw provision, and has not submitted them to a shareholder vote. A vote FOR the remaining director nominees is warranted.
ArcBest Corporation	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
ArcBest Corporation	04/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ArcBest Corporation	04/26/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ArcBest Corporation	04/26/2023	Management	13	Yes	Amend Charter to Permit the Exculpation of Officers Consistent with Changes to Delaware General Corporation Law	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests
Arch Coal Inc.	05/12/2023	Management	1	Yes	Elect Director James N. Chapman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Arch Coal Inc.	05/12/2023	Management	2	Yes	Elect Director John W. Eaves	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Arch Coal Inc.	05/12/2023	Management	3	Yes	Elect Director Holly Keller Koepfel	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Arch Coal Inc.	05/12/2023	Management	4	Yes	Elect Director Patrick A. Kriegshauser	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Arch Coal Inc.	05/12/2023	Management	5	Yes	Elect Director Paul A. Lang	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Arch Coal Inc.	05/12/2023	Management	6	Yes	Elect Director Richard A. Navarre	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Arch Coal Inc.	05/12/2023	Management	7	Yes	Elect Director Molly P. Zhang (aka Peifang Zhang)	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Arch Coal Inc.	05/12/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Arch Coal Inc.	05/12/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arch Coal Inc.	05/12/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Archrock, Inc.	04/27/2023	Management	1	Yes	Elect Director Anne-Marie N. Ainsworth	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	2	Yes	Elect Director D. Bradley Childers	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	3	Yes	Elect Director Gordon T. Hall	For	For	Withhold	Withhold	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	4	Yes	Elect Director Frances Powell Hawes	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	5	Yes	Elect Director J.W.G. "Will" Honeybourne	For	For	Withhold	Withhold	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	6	Yes	Elect Director James H. Lytal	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	7	Yes	Elect Director Leonard W. Mallett	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	8	Yes	Elect Director Jason C. Rebrook	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	9	Yes	Elect Director Edmund P. Segner, III	For	For	For	For	WITHHOLD votes for Gordon Hall and John (Will) Honeybourne are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archrock, Inc.	04/27/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Archrock, Inc.	04/27/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Archrock, Inc.	04/27/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arconic Corporation	05/18/2023	Management	1	Yes	Elect Director Frederick A. "Fritz" Henderson	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	2	Yes	Elect Director William F. Austen	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	3	Yes	Elect Director Christopher L. Ayers	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Arconic Corporation	05/18/2023	Management	4	Yes	Elect Director Margaret "Peg" S. Billson	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	5	Yes	Elect Director Jacques Croisetiere	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	6	Yes	Elect Director Elmer L. Doty	For	Against	Against	Against	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	7	Yes	Elect Director Carol S. Eicher	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	8	Yes	Elect Director Ellis A. Jones	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	9	Yes	Elect Director Timothy D. Myers	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	10	Yes	Elect Director E. Stanley O'Neal	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	11	Yes	Elect Director Jeffrey Stafeil	For	For	For	For	A vote AGAINST Elmer Doty is warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arconic Corporation	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Arconic Corporation	05/18/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Arconic Corporation	05/18/2023	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Arcosa, Inc.	05/09/2023	Management	1	Yes	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	2	Yes	Elect Director Rhys J. Best	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	3	Yes	Elect Director Antonio Carrillo	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	4	Yes	Elect Director Jeffrey A. Craig	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	5	Yes	Elect Director Steven J. Demetriou	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	6	Yes	Elect Director Ronald J. Gafford	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	7	Yes	Elect Director John W. Lindsay	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	8	Yes	Elect Director Kimberly S. Lubel	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	9	Yes	Elect Director Julie A. Piggott	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	10	Yes	Elect Director Melanie M. Trent	For	For	For	For	A vote FOR all director nominees is warranted.
Arcosa, Inc.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Arcosa, Inc.	05/09/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	1	Yes	Elect Director Peter Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	2	Yes	Elect Director Joseph E. Payne	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	3	Yes	Elect Director Andy Sassine	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	4	Yes	Elect Director James Barlow	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	5	Yes	Elect Director Edward W. Holmes	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	6	Yes	Elect Director Magda Marquet	For	For	For	For	A vote FOR all director nominees is warranted.

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Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	7	Yes	Elect Director Jing L. Marantz	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	8	Yes	Elect Director John H. Markels	For	For	For	For	A vote FOR all director nominees is warranted.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to unmitigated pay-for-performance misalignment. The primary driver of the CEO's total pay was the significant equity awards, which were purely time-vesting. Moreover, the annual incentive appears to allow for significant committee discretion. Specifically, no quantifiable targets are provided, and the company does not disclose the level of actual performance achieved for each goal, which were described in broad terms.
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Arcus Biosciences, Inc.	06/15/2023	Management	1	Yes	Elect Director David Lacey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Juan Jaen, David Lacey and Merdad Parsey are warranted for lack of a majority independent board. WITHHOLD votes for David Lacey are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Lacey and Nicole Lambert are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Arcus Biosciences, Inc.	06/15/2023	Management	2	Yes	Elect Director Juan Carlos Jaen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Juan Jaen, David Lacey and Merdad Parsey are warranted for lack of a majority independent board. WITHHOLD votes for David Lacey are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Lacey and Nicole Lambert are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Arcus Biosciences, Inc.	06/15/2023	Management	3	Yes	Elect Director Merdad Parsey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Juan Jaen, David Lacey and Merdad Parsey are warranted for lack of a majority independent board. WITHHOLD votes for David Lacey are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Lacey and Nicole Lambert are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Arcus Biosciences, Inc.	06/15/2023	Management	4	Yes	Elect Director Nicole Lambert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Juan Jaen, David Lacey and Merdad Parsey are warranted for lack of a majority independent board. WITHHOLD votes for David Lacey are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Lacey and Nicole Lambert are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Arcus Biosciences, Inc.	06/15/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arcus Biosciences, Inc.	06/15/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company continues to use above-median benchmarking for each of the NEO's base salary and short-term incentives. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Ardelyx, Inc.	06/15/2023	Management	1	Yes	Elect Director Robert Bazemore	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert (Rob) Bazemore Jr., Richard (Rick) Rodgers, and Muna Bhanji given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ardelyx, Inc.	06/15/2023	Management	2	Yes	Elect Director Muna Bhanji	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert (Rob) Bazemore Jr., Richard (Rick) Rodgers, and Muna Bhanji given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ardelyx, Inc.	06/15/2023	Management	3	Yes	Elect Director Richard Rodgers	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Robert (Rob) Bazemore Jr., Richard (Rick) Rodgers, and Muna Bhanji given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ardelyx, Inc.	06/15/2023	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Ardelyx, Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.
Ardelyx, Inc.	06/15/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ardmore Shipping Corporation	06/14/2023	Management	1	Yes	Elect Director Mats Berglund	For	For	For	For	Votes FOR all directors are warranted.
Ardmore Shipping Corporation	06/14/2023	Management	2	Yes	Elect Director Kirsii Tikka	For	For	For	For	Votes FOR all directors are warranted.
Argan, Inc.	06/20/2023	Management	1	Yes	Elect Director Rainer H. Bosselmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	2	Yes	Elect Director Cynthia A. Flanders	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Argan, Inc.	06/20/2023	Management	3	Yes	Elect Director Peter W. Getsinger	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	4	Yes	Elect Director William F. Griffin, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	5	Yes	Elect Director John R. Jeffrey, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	6	Yes	Elect Director Mano S. Koilpillai	For	For	For	For	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	7	Yes	Elect Director William F. Leimkuhler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	8	Yes	Elect Director W.G. Champion Mitchell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Argan, Inc.	06/20/2023	Management	9	Yes	Elect Director James W. Quinn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	10	Yes	Elect Director David H. Watson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Leimkuhler, David Watson, Rainer Bosselmann, Cynthia (Cindy) Flanders, William (Bill) Griffin Jr., W.G. Champion Mitchell and James Quinn are warranted for lack of a majority independent board. WITHHOLD votes for William (Bill) Leimkuhler, Cynthia (Cindy) Flanders, W.G. Champion Mitchell and James Quinn are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Argan, Inc.	06/20/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.02 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Argan, Inc.	06/20/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company entered into a retirement agreement with the CEO which provides for a significant severance payment. The proxy discloses that the CEO retired from his positions and does not indicate that the separation was a qualifying termination. The payment of significant severance for what appears to be a resignation is considered a problematic practice.
Argan, Inc.	06/20/2023	Management	13	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ARKO Corp.	06/07/2023	Management	1	Yes	Elect Director Andrew R. Heyer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Heyer are warranted for serving as a director on more than four public company boards. A vote FOR Steven J. Heyer is warranted.
ARKO Corp.	06/07/2023	Management	2	Yes	Elect Director Steven J. Heyer	For	For	For	For	WITHHOLD votes for Andrew Heyer are warranted for serving as a director on more than four public company boards. A vote FOR Steven J. Heyer is warranted.
ARKO Corp.	06/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision.
ARKO Corp.	06/07/2023	Management	4	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
ARKO Corp.	06/07/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arlo Technologies, Inc.	06/23/2023	Management	1	Yes	Elect Director Prashant (Sean) Aggarwal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Prashant (Sean) Aggarwal and Amy Rothstein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Compensation Committee members Prashant (Sean) Aggarwal and Grady Summers in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Arlo Technologies, Inc.	06/23/2023	Management	2	Yes	Elect Director Amy Rothstein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Prashant (Sean) Aggarwal and Amy Rothstein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Compensation Committee members Prashant (Sean) Aggarwal and Grady Summers in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Arlo Technologies, Inc.	06/23/2023	Management	3	Yes	Elect Director Grady K. Summers	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Prashant (Sean) Aggarwal and Amy Rothstein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Compensation Committee members Prashant (Sean) Aggarwal and Grady Summers in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Arlo Technologies, Inc.	06/23/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Armstrong World Industries, Inc.	06/15/2023	Management	1	Yes	Elect Director Victor D. Grizzle	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	2	Yes	Elect Director Richard D. Holder	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	3	Yes	Elect Director Barbara L. Loughran	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	4	Yes	Elect Director James C. Melville	For	For	Withhold	Withhold	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	5	Yes	Elect Director William H. Osborne	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	6	Yes	Elect Director Wayne R. Shurts	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	7	Yes	Elect Director Roy W. Templin	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	8	Yes	Elect Director Cheryl T. Thomas	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Armstrong World Industries, Inc.	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were determined by clearly disclosed, pre-set financial metrics. In addition, annual-cycle equity awards are entirely performance conditioned, PSUs utilize multi-year performance periods, and forward-looking performance targets were disclosed. Moreover, prior-cycle PSUs were not earned due to below-threshold performance, which generally aligned with the company's recent TSR underperformance.
Armstrong World Industries, Inc.	06/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arrow Financial Corporation	05/17/2023	Management	1	Yes	Elect Director Mark L. Behan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Behan, Gregory Champion, Elizabeth Miller, and William Owens for the company's failure to disclose a breakdown of fees paid to its auditor.
Arrow Financial Corporation	05/17/2023	Management	2	Yes	Elect Director Gregory J. Champion	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Behan, Gregory Champion, Elizabeth Miller, and William Owens for the company's failure to disclose a breakdown of fees paid to its auditor.
Arrow Financial Corporation	05/17/2023	Management	3	Yes	Elect Director Elizabeth A. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Behan, Gregory Champion, Elizabeth Miller, and William Owens for the company's failure to disclose a breakdown of fees paid to its auditor.
Arrow Financial Corporation	05/17/2023	Management	4	Yes	Elect Director William L. Owens	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Behan, Gregory Champion, Elizabeth Miller, and William Owens for the company's failure to disclose a breakdown of fees paid to its auditor.
Arrow Financial Corporation	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arrow Financial Corporation	05/17/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted given that the company has not provided sufficient information to allow shareholders to make an informed decision on the say-on-pay vote.
Arrow Financial Corporation	05/17/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	No information regarding this proposal was disclosed. Since shareholders cannot make an informed decision at this time, a vote AGAINST this proposal is warranted.
Arrow Financial Corporation	05/17/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	Against	Against	Against	A vote AGAINST the ratification of the company's audit firm is warranted given that * the auditor's tenure at the company exceeds seven years; and * the audit fees are not disclosed and it cannot be determined if the non-audit fees are excessive.
Artivion, Inc.	05/16/2023	Management	1	Yes	Elect Director Thomas F. Ackerman	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	2	Yes	Elect Director Daniel J. Bevevino	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	3	Yes	Elect Director Marna P. Borgstrom	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	4	Yes	Elect Director James W. Bullock	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Artivion, Inc.	05/16/2023	Management	5	Yes	Elect Director Jeffrey H. Burbank	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	6	Yes	Elect Director Elizabeth A. Hoff	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	7	Yes	Elect Director J. Patrick Mackin	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	8	Yes	Elect Director Jon W. Salvesson	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	9	Yes	Elect Director Anthony B. Semedo	For	For	For	For	WITHHOLD votes for Thomas Ackerman, Daniel Bevevino and Jon Salvesson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Artivion, Inc.	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Artivion, Inc.	05/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Artivion, Inc.	05/16/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Artivion, Inc.	05/16/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Asbury Automotive Group, Inc.	05/09/2023	Management	1	Yes	Elect Director Thomas J. Reddin	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	2	Yes	Elect Director Joel Alsfine	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	3	Yes	Elect Director William D. Fay	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	4	Yes	Elect Director David W. Hult	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	5	Yes	Elect Director Juanita T. James	For	For	Withhold	Withhold	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	6	Yes	Elect Director Philip F. Maritz	For	For	Withhold	Withhold	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	7	Yes	Elect Director Maureen F. Morrison	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Asbury Automotive Group, Inc.	05/09/2023	Management	8	Yes	Elect Director Bridget Ryan-Berman	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	9	Yes	Elect Director Hilliard C. Terry, III	For	For	For	For	WITHHOLD votes for Juanita James and Philip Maritz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Asbury Automotive Group, Inc.	05/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Asbury Automotive Group, Inc.	05/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Asbury Automotive Group, Inc.	05/09/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ascent Industries Co.	06/13/2023	Management	1	Yes	Elect Director Henry L. Guy	For	Against	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Christopher Hutter and Henry Guy are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Henry Guy, Aldo Mazzaferro and John Schauerman are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST nominating committee chairman Aldo Mazzaferro are warranted for failing to establish gender diversity on the board. Votes AGAINST compensation committee members Henry Guy, Aldo Mazzaferro, and John Schauerman, in their capacity as members of the committee responsible for reviewing director pay arrangements, are warranted. The committee awarded a problematic performance-based award to a non-employee director.
Ascent Industries Co.	06/13/2023	Management	2	Yes	Elect Director Christopher G. Hutter	For	For	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Christopher Hutter and Henry Guy are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Henry Guy, Aldo Mazzaferro and John Schauerman are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST nominating committee chairman Aldo Mazzaferro are warranted for failing to establish gender diversity on the board. Votes AGAINST compensation committee members Henry Guy, Aldo Mazzaferro, and John Schauerman, in their capacity as members of the committee responsible for reviewing director pay arrangements, are warranted. The committee awarded a problematic performance-based award to a non-employee director.

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Ascent Industries Co.	06/13/2023	Management	3	Yes	Elect Director Aldo J. Mazzaferro	For	Against	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Christopher Hutter and Henry Guy are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Henry Guy, Aldo Mazzaferro and John Schauerma are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST nominating committee chairman Aldo Mazzaferro are warranted for failing to establish gender diversity on the board. Votes AGAINST compensation committee members Henry Guy, Aldo Mazzaferro, and John Schauerma, in their capacity as members of the committee responsible for reviewing director pay arrangements, are warranted. The committee awarded a problematic performance-based award to a non-employee director.
Ascent Industries Co.	06/13/2023	Management	4	Yes	Elect Director Benjamin L. Rosenzweig	For	For	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Christopher Hutter and Henry Guy are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Henry Guy, Aldo Mazzaferro and John Schauerma are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST nominating committee chairman Aldo Mazzaferro are warranted for failing to establish gender diversity on the board. Votes AGAINST compensation committee members Henry Guy, Aldo Mazzaferro, and John Schauerma, in their capacity as members of the committee responsible for reviewing director pay arrangements, are warranted. The committee awarded a problematic performance-based award to a non-employee director.
Ascent Industries Co.	06/13/2023	Management	5	Yes	Elect Director John P. Schauerma	For	Against	Against	Against	Votes AGAINST non-independent nominees Benjamin (Ben) Rosenzweig, Christopher Hutter and Henry Guy are warranted for lack of a majority independent board. Votes AGAINST Henry Guy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent audit committee members Henry Guy, Aldo Mazzaferro and John Schauerma are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST nominating committee chairman Aldo Mazzaferro are warranted for failing to establish gender diversity on the board. Votes AGAINST compensation committee members Henry Guy, Aldo Mazzaferro, and John Schauerma, in their capacity as members of the committee responsible for reviewing director pay arrangements, are warranted. The committee awarded a problematic performance-based award to a non-employee director.
Ascent Industries Co.	06/13/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ASGN Incorporated	06/15/2023	Management	1	Yes	Elect Director Mark A. Frantz	For	For	For	For	Votes AGAINST Jonathan (Jon) Holman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ASGN Incorporated	06/15/2023	Management	2	Yes	Elect Director Jonathan S. Holman	For	For	Against	Against	Votes AGAINST Jonathan (Jon) Holman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ASGN Incorporated	06/15/2023	Management	3	Yes	Elect Director Arshad Matin	For	For	For	For	Votes AGAINST Jonathan (Jon) Holman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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ASGN Incorporated	06/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ASGN Incorporated	06/15/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ASGN Incorporated	06/15/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Inc.	01/24/2023	Management	1	Yes	Elect Director Steven D. Bishop	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	2	Yes	Elect Director Brendan M. Cummins	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	3	Yes	Elect Director Suzan F. Harrison	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	4	Yes	Elect Director Jay V. Ihlenfeld	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	5	Yes	Elect Director Wetteny Joseph	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	6	Yes	Elect Director Susan L. Main	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	7	Yes	Elect Director Guillermo Novo	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	8	Yes	Elect Director Jerome A. Peribere	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	9	Yes	Elect Director Janice J. Teal	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Inc.	01/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ashland Inc.	01/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aspen Aerogels, Inc.	06/01/2023	Management	1	Yes	Elect Director Steven R. Mitchell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven (Steve) Mitchell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Steven (Steve) Mitchell and Donald Young given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Aspen Aerogels, Inc.	06/01/2023	Management	2	Yes	Elect Director Donald R. Young	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven (Steve) Mitchell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Steven (Steve) Mitchell and Donald Young given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Aspen Aerogels, Inc.	06/01/2023	Management	3	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Aspen Aerogels, Inc.	06/01/2023	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this item is warranted as the increase is within the recommended guidelines.
Aspen Aerogels, Inc.	06/01/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Aspen Aerogels, Inc.	06/01/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aspen Aerogels, Inc.	06/01/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the company modified the performance goals of the 2022 AIP and did not disclose the specific changes made to the goals. The resulting in above-target payouts as a result of the adjustment is somewhat concerning. That notwithstanding, pay and performance are reasonably aligned at this time.

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Assembly Biosciences, Inc.	05/25/2023	Management	1	Yes	Elect Director William R. Ringo, Jr.	For	For	For	For	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	2	Yes	Elect Director Anthony E. Altig	For	For	Against	Against	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	3	Yes	Elect Director Gina Consylman	For	For	For	For	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	4	Yes	Elect Director Michael Houghton	For	For	For	For	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	5	Yes	Elect Director Lisa R. Johnson-Pratt	For	For	For	For	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	6	Yes	Elect Director Susan Mahony	For	For	For	For	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	7	Yes	Elect Director John G. McHutchison	For	For	For	For	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	8	Yes	Elect Director Jason A. Okazaki	For	For	For	For	Votes AGAINST Anthony Altig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Assembly Biosciences, Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Assembly Biosciences, Inc.	05/25/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assembly Biosciences, Inc.	05/25/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 22.58 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Assembly Biosciences, Inc.	05/25/2023	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized common shares is reasonable and there are no substantial concerns about the company's past use of shares.
AssetMark Financial Holdings, Inc.	06/05/2023	Management	1	Yes	Elect Director Rohit Bhagat	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bryan Lin and Lei Wang are warranted for lack of a majority independent board. WITHHOLD votes for Bryan Lin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Rohit Bhagat and Bryan Lin are warranted (i) given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and (ii) due to the continued service to the board of a director who has repeatedly failed to attend at least 75 percent of the board meetings without a disclosed rationale.

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AssetMark Financial Holdings, Inc.	06/05/2023	Management	2	Yes	Elect Director Bryan Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bryan Lin and Lei Wang are warranted for lack of a majority independent board. WITHHOLD votes for Bryan Lin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Rohit Bhagat and Bryan Lin are warranted (i) given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and (ii) due to the continued service to the board of a director who has repeatedly failed to attend at least 75 percent of the board meetings without a disclosed rationale.
AssetMark Financial Holdings, Inc.	06/05/2023	Management	3	Yes	Elect Director Lei Wang	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bryan Lin and Lei Wang are warranted for lack of a majority independent board. WITHHOLD votes for Bryan Lin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Rohit Bhagat and Bryan Lin are warranted (i) given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and (ii) due to the continued service to the board of a director who has repeatedly failed to attend at least 75 percent of the board meetings without a disclosed rationale.
AssetMark Financial Holdings, Inc.	06/05/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AssetMark Financial Holdings, Inc.	06/05/2023	Management	5	Yes	Amend Certificate of Incorporation to Update the Exculpation Provision	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Additionally, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Associated Banc-Corp	04/25/2023	Management	1	Yes	Elect Director R. Jay Gerken	For	For	For	For	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	2	Yes	Elect Director Judith P. Greffin	For	For	For	For	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	3	Yes	Elect Director Michael J. Haddad	For	For	For	For	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Associated Banc-Corp	04/25/2023	Management	4	Yes	Elect Director Andrew J. Harmening	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	5	Yes	Elect Director Robert A. Jeffe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	6	Yes	Elect Director Eileen A. Kamerick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	7	Yes	Elect Director Gale E. Klappa	For	For	For	For	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	8	Yes	Elect Director Cory L. Nettles	For	For	For	For	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	9	Yes	Elect Director Karen T. van Lith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	10	Yes	Elect Director John (Jay) B. Williams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John (Jay) Williams, Andrew Harmening, Robert Jeffe, Eileen Kamerick and Karen van Lith are warranted for lack of a majority independent board. WITHHOLD votes for Robert Jeffe, Eileen Kamerick and Karen van Lith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Associated Banc-Corp	04/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set objective measures, LTI awards are predominantly performance-based and is capped at target in the event TSR is negative.
Associated Banc-Corp	04/25/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Associated Capital Group, Inc.	06/02/2023	Management	1	Yes	Elect Director Mario J. Gabelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/02/2023	Management	2	Yes	Elect Director Marc Gabelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/02/2023	Management	3	Yes	Elect Director Daniel R. Lee	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Associated Capital Group, Inc.	06/02/2023	Management	4	Yes	Elect Director Bruce M. Lisman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/02/2023	Management	5	Yes	Elect Director Frederic V. Salerno	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/02/2023	Management	6	Yes	Elect Director Salvatore F. Sodano	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Associated Capital Group, Inc.	06/02/2023	Management	7	Yes	Elect Director Elisa M. Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/02/2023	Management	8	Yes	Elect Director Douglas R. Jamieson	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/02/2023	Management	9	Yes	Elect Director Richard T. Prins	For	For	For	For	WITHHOLD votes for Mario Gabelli and Elisa Wilson are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Mario Gabelli and Marc Gabelli for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes are further warranted for Nominating Committee chair Elisa Wilson for lack of racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee members Frederic (Fred) Salerno, Daniel Lee, and Bruce Lisman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Compensation Committee members Frederic (Fred) Salerno and Daniel Lee for the company's problematic say-on-pay practices. WITHHOLD votes are further warranted for Mario Gabelli as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Associated Capital Group, Inc.	06/02/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assured Guaranty Ltd.	05/03/2023	Management	1	Yes	Elect Director Francisco L. Borges	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	2	Yes	Elect Director G. Lawrence Buhl	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	3	Yes	Elect Director Dominic J. Frederico	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	4	Yes	Elect Director Bonnie L. Howard	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	5	Yes	Elect Director Thomas W. Jones	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	6	Yes	Elect Director Patrick W. Kenny	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	7	Yes	Elect Director Alan J. Kreczko	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	8	Yes	Elect Director Simon W. Leathes	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	9	Yes	Elect Director Yukiko Omura	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	10	Yes	Elect Director Lorin P.T. Radtke	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	11	Yes	Elect Director Courtney C. Shea	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The majority of equity awards are conditioned on long-term performance goals, including a rigorous relative TSR metric, and annual incentive awards are based primarily on objective financial performance metrics. Nevertheless, the CEO's award opportunities remain relatively large, and there are concerns regarding the goal disclosure and rigor of the annual incentive metrics.
Assured Guaranty Ltd.	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Assured Guaranty Ltd.	05/03/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offer period is within limits prescribed by Section 423 of the Internal Revenue Code.
Assured Guaranty Ltd.	05/03/2023	Management	15	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assured Guaranty Ltd.	05/03/2023	Management	16	Yes	Elect Robert A. Bailenson as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	17	Yes	Elect Gary Burnet as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	18	Yes	Elect Ling Chow as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	19	Yes	Elect Stephen Donnarumma as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	20	Yes	Elect Dominic J. Frederico as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	21	Yes	Elect Darrin Futter as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	22	Yes	Elect Jorge A. Gana as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	23	Yes	Elect Holly L. Horn as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	24	Yes	Elect Walter A. Scott as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	25	Yes	Ratify PricewaterhouseCoopers LLP as Auditor of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR this proposal to ratify the subsidiary's auditor is warranted.
Astec Industries, Inc.	04/25/2023	Management	1	Yes	Elect Director William D. Gehl	For	For	Withhold	Withhold	WITHHOLD votes for William Gehl are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2023	Management	2	Yes	Elect Director Mark J. Gliebe	For	For	For	For	WITHHOLD votes for William Gehl are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2023	Management	3	Yes	Elect Director Nalin Jain	For	For	For	For	WITHHOLD votes for William Gehl are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2023	Management	4	Yes	Elect Director Jaco G. van der Merwe	For	For	For	For	WITHHOLD votes for William Gehl are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Astec Industries, Inc.	04/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Astec Industries, Inc.	04/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Astec Industries, Inc.	04/25/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Astronics Corporation	05/23/2023	Management	1	Yes	Elect Director Robert T. Brady	For	For	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Astronics Corporation	05/23/2023	Management	2	Yes	Elect Director Jeffry D. Frisby	For	For	For	For	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2023	Management	3	Yes	Elect Director Peter J. Gundermann	For	For	For	For	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2023	Management	4	Yes	Elect Director Warren C. Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2023	Management	5	Yes	Elect Director Robert S. Keane	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2023	Management	6	Yes	Elect Director Neil Y. Kim	For	For	For	For	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Astronics Corporation	05/23/2023	Management	7	Yes	Elect Director Mark Moran	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2023	Management	8	Yes	Elect Director Linda O'Brien	For	For	For	For	WITHHOLD votes for Robert Brady are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Robert Keane are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for Governance Committee members Warren Johnson, Robert Keane, and Mark Moran are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Astronics Corporation	05/23/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Astronics Corporation	05/23/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Astronics Corporation	05/23/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Astronics Corporation	05/23/2023	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable.
AstroNova, Inc.	06/06/2023	Management	1	Yes	Elect Director Alexis P. Michas	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/06/2023	Management	2	Yes	Elect Director Mitchell I. Quain	For	For	Withhold	Withhold	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/06/2023	Management	3	Yes	Elect Director Yvonne E. Schlaeppi	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/06/2023	Management	4	Yes	Elect Director Richard S. Warzala	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/06/2023	Management	5	Yes	Elect Director Gregory A. Woods	For	For	For	For	WITHHOLD votes for Mitchell (Mitch) Quain are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AstroNova, Inc.	06/06/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AstroNova, Inc.	06/06/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.33 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AstroNova, Inc.	06/06/2023	Management	8	Yes	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Asure Software, Inc.	05/15/2023	Management	1	Yes	Elect Director Benjamin Allen	For	For	For	For	A vote FOR all director nominees is warranted.
Asure Software, Inc.	05/15/2023	Management	2	Yes	Elect Director W. Carl Drew	For	For	For	For	A vote FOR all director nominees is warranted.
Asure Software, Inc.	05/15/2023	Management	3	Yes	Elect Director Daniel Gill	For	For	For	For	A vote FOR all director nominees is warranted.
Asure Software, Inc.	05/15/2023	Management	4	Yes	Elect Director Patrick Goepel	For	For	For	For	A vote FOR all director nominees is warranted.
Asure Software, Inc.	05/15/2023	Management	5	Yes	Elect Director Grace Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Asure Software, Inc.	05/15/2023	Management	6	Yes	Elect Director Bradford Oberwager	For	For	For	For	A vote FOR all director nominees is warranted.
Asure Software, Inc.	05/15/2023	Management	7	Yes	Elect Director Bjorn Reynolds	For	For	For	For	A vote FOR all director nominees is warranted.
Asure Software, Inc.	05/15/2023	Management	8	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Asure Software, Inc.	05/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Atara Biotherapeutics, Inc.	05/31/2023	Management	1	Yes	Elect Director Pascal Touchon	For	For	For	For	WITHHOLD votes are warranted for governance committee member Maria Grazia Roncarolo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to amend the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Atara Biotherapeutics, Inc.	05/31/2023	Management	2	Yes	Elect Director Carol Gallagher	For	For	For	For	WITHHOLD votes are warranted for governance committee member Maria Grazia Roncarolo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to amend the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Atara Biotherapeutics, Inc.	05/31/2023	Management	3	Yes	Elect Director Maria Grazia Roncarolo	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Maria Grazia Roncarolo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to amend the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Atara Biotherapeutics, Inc.	05/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Atara Biotherapeutics, Inc.	05/31/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atara Biotherapeutics, Inc.	05/31/2023	Management	6	Yes	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the board which will decide on the company's response to any shareholder litigation has a poor track record on corporate governance.
ATI, Inc.	05/11/2023	Management	1	Yes	Elect Director J. Brett Harvey	For	For	Withhold	Withhold	WITHHOLD votes for J. Brett Harvey and James Diggs are warranted for serving as non-independent members of a key board committee. A vote FOR David J. Morehouse is warranted.
ATI, Inc.	05/11/2023	Management	2	Yes	Elect Director James C. Diggs	For	For	Withhold	Withhold	WITHHOLD votes for J. Brett Harvey and James Diggs are warranted for serving as non-independent members of a key board committee. A vote FOR David J. Morehouse is warranted.
ATI, Inc.	05/11/2023	Management	3	Yes	Elect Director David J. Morehouse	For	For	For	For	WITHHOLD votes for J. Brett Harvey and James Diggs are warranted for serving as non-independent members of a key board committee. A vote FOR David J. Morehouse is warranted.
ATI, Inc.	05/11/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ATI, Inc.	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ATI, Inc.	05/11/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atkore, Inc.	01/27/2023	Management	1	Yes	Elect Director Jeri L. Isbell	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	2	Yes	Elect Director Wilbert W. James, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	3	Yes	Elect Director Betty R. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	4	Yes	Elect Director Justin A. Kershaw	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	5	Yes	Elect Director Scott H. Muse	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	6	Yes	Elect Director Michael V. Schrock	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	7	No	Elect Director William R. VanArsdale "Withdrawn"					A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	8	Yes	Elect Director William E. Waltz, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	9	Yes	Elect Director A. Mark Zeffiro	For	For	For	For	A vote FOR the director nominees is warranted.
Atkore, Inc.	01/27/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Atkore, Inc.	01/27/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Atkore, Inc.	01/27/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlantic Union Bankshares Corporation	05/02/2023	Management	1	Yes	Elect Director John C. Asbury	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	2	Yes	Elect Director Patrick E. Corbin	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	3	Yes	Elect Director Heather M. Cox	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	4	Yes	Elect Director Rilla S. Delorier	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	5	Yes	Elect Director Frank Russell Ellett	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	6	Yes	Elect Director Patrick J. McCann	For	For	Against	Against	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	7	Yes	Elect Director Thomas P. Rohman	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	8	Yes	Elect Director Linda V. Schreiner	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	9	Yes	Elect Director Thomas G. Snead, Jr	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	10	Yes	Elect Director Ronald L. Tillett	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	11	Yes	Elect Director Keith L. Wampler	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Atlantic Union Bankshares Corporation	05/02/2023	Management	12	Yes	Elect Director F. Blair Wimbush	For	For	For	For	Votes AGAINST Patrick (Pat) McCann are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Atlantic Union Bankshares Corporation	05/02/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atlantic Union Bankshares Corporation	05/02/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Atlantic Union Bankshares Corporation	05/02/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this resolution is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	2	Yes	Approve Remuneration Report	For	For	For	For	A vote FOR this proposal is considered warranted, but it is not without concern: * One-third the LTIP to be granted in FY2023 is subject to continued employment only. The main reasons for support are: * LTIP awards granted during the year under review are wholly performance-based; and * There are no other significant concerns identified.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	3	Yes	Approve Remuneration Policy	For	Against	Against	Against	A vote AGAINST this proposal is not considered warranted: * The new remuneration policy features a provision to award a one-time transaction-related bonus to executives including the CEO; and * One-third of future LTIP awards to executive directors will be based on continued employment only, representing a retrograde step from the wholly performance-based LTIP currently in operation.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	4	Yes	Elect Director Michael Woolcombe	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	5	Yes	Elect Director Michael Forsayeth	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	6	Yes	Elect Director William Aziz	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	7	Yes	Elect Director Brenda Eprile	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	8	Yes	Elect Director Debora Del Favero	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	9	Yes	Elect Director Arun Banskota	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	10	Yes	Elect Director George Trisic	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	11	Yes	Elect Director Edward C. Hall, III	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	12	Yes	Elect Director Santiago Seage	For	For	For	For	A vote FOR all director nominees is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	13	Yes	Reappoint Ernst & Young LLP and Ernst & Young S.L. as Auditors	For	For	For	For	A vote FOR these proposals is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	14	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR these proposals is warranted.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	15	Yes	Authorise Issue of Equity	For	For	For	For	Items 15-16 A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Item 17 A vote AGAINST this resolution is warranted as the proposed amount exceeds the recommended limit of 10 percent of issued share capital combined with the proposed amount for Item 16.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	16	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	For	Items 15-16 A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Item 17 A vote AGAINST this resolution is warranted as the proposed amount exceeds the recommended limit of 10 percent of issued share capital combined with the proposed amount for Item 16.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	17	Yes	Authorise Issue of Equity without Pre-emptive Rights (Additional Authority)	For	For	Against	Against	Items 15-16 A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits. Item 17 A vote AGAINST this resolution is warranted as the proposed amount exceeds the recommended limit of 10 percent of issued share capital combined with the proposed amount for Item 16.

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Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	18	Yes	Approve Reduction in Share Capital	For	For	For	For	A vote FOR is warranted because the proposed capital reduction is not contentious and would increase further capital flexibility.
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	19	Yes	Authorise Share Repurchase Program	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.
Atlanticus Holdings Corporation	05/09/2023	Management	1	Yes	Elect Director David G. Hanna	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson, and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson, and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent audit committee members Dennis James Jr., Mack Mattingly, and Joann Jones are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes are warranted for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly, in the absence of a say-on-pay proposal on the ballot, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/09/2023	Management	2	Yes	Elect Director Denise M. Harrod	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson, and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson, and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent audit committee members Dennis James Jr., Mack Mattingly, and Joann Jones are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes are warranted for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly, in the absence of a say-on-pay proposal on the ballot, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/09/2023	Management	3	Yes	Elect Director Jeffrey A. Howard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson, and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson, and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent audit committee members Dennis James Jr., Mack Mattingly, and Joann Jones are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes are warranted for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly, in the absence of a say-on-pay proposal on the ballot, for continuously providing excessive perquisites to a certain NEO.

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Atlanticus Holdings Corporation	05/09/2023	Management	4	Yes	Elect Director Deal W. Hudson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson, and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson, and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent audit committee members Dennis James Jr., Mack Mattingly, and Joann Jones are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes are warranted for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly, in the absence of a say-on-pay proposal on the ballot, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/09/2023	Management	5	Yes	Elect Director Dennis H. James, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson, and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson, and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent audit committee members Dennis James Jr., Mack Mattingly, and Joann Jones are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes are warranted for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly, in the absence of a say-on-pay proposal on the ballot, for continuously providing excessive perquisites to a certain NEO.
Atlanticus Holdings Corporation	05/09/2023	Management	6	Yes	Elect Director Joann G. Jones	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson, and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson, and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent audit committee members Dennis James Jr., Mack Mattingly, and Joann Jones are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes are warranted for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly, in the absence of a say-on-pay proposal on the ballot, for continuously providing excessive perquisites to a certain NEO.

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Atlanticus Holdings Corporation	05/09/2023	Management	7	Yes	Elect Director Mack F. Mattingly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Hanna, Jeffrey (Jeff) Howard, Denise Harrod, Deal Hudson, and Mack Mattingly are warranted for lack of a majority independent board. WITHHOLD votes for Denise Harrod, Deal Hudson, and Mack Mattingly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis James Jr., Joann Jones, and Mack Mattingly are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent audit committee members Dennis James Jr., Mack Mattingly, and Joann Jones are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes are warranted for Compensation Committee members Joann Jones, Deal Hudson, and Mack Mattingly, in the absence of a say-on-pay proposal on the ballot, for continuously providing excessive perquisites to a certain NEO.
ATN International, Inc.	06/06/2023	Management	1	Yes	Elect Director Bernard J. Bulkin	For	Against	Against	Against	A vote AGAINST governance committee chair Bernard Bulkin is warranted given the unilateral amendment to the company's bylaws to eliminate shareholders' right to act by written consent. A vote FOR the remaining director nominees is warranted.
ATN International, Inc.	06/06/2023	Management	2	Yes	Elect Director Richard J. Ganong	For	For	For	For	A vote AGAINST governance committee chair Bernard Bulkin is warranted given the unilateral amendment to the company's bylaws to eliminate shareholders' right to act by written consent. A vote FOR the remaining director nominees is warranted.
ATN International, Inc.	06/06/2023	Management	3	Yes	Elect Director April V. Henry	For	For	For	For	A vote AGAINST governance committee chair Bernard Bulkin is warranted given the unilateral amendment to the company's bylaws to eliminate shareholders' right to act by written consent. A vote FOR the remaining director nominees is warranted.
ATN International, Inc.	06/06/2023	Management	4	Yes	Elect Director Derek Hudson	For	For	For	For	A vote AGAINST governance committee chair Bernard Bulkin is warranted given the unilateral amendment to the company's bylaws to eliminate shareholders' right to act by written consent. A vote FOR the remaining director nominees is warranted.
ATN International, Inc.	06/06/2023	Management	5	Yes	Elect Director Patricia Jacobs	For	For	For	For	A vote AGAINST governance committee chair Bernard Bulkin is warranted given the unilateral amendment to the company's bylaws to eliminate shareholders' right to act by written consent. A vote FOR the remaining director nominees is warranted.
ATN International, Inc.	06/06/2023	Management	6	Yes	Elect Director Pamela F. Lenehan	For	For	For	For	A vote AGAINST governance committee chair Bernard Bulkin is warranted given the unilateral amendment to the company's bylaws to eliminate shareholders' right to act by written consent. A vote FOR the remaining director nominees is warranted.
ATN International, Inc.	06/06/2023	Management	7	Yes	Elect Director Michael T. Prior	For	For	For	For	A vote AGAINST governance committee chair Bernard Bulkin is warranted given the unilateral amendment to the company's bylaws to eliminate shareholders' right to act by written consent. A vote FOR the remaining director nominees is warranted.
ATN International, Inc.	06/06/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ATN International, Inc.	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as performance are reasonably aligned and no significant concerns were identified at this time.
ATN International, Inc.	06/06/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ATN International, Inc.	06/06/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Atreca, Inc.	06/13/2023	Management	1	Yes	Elect Director Stephen R. Brady	For	For	For	For	WITHHOLD votes are warranted for Governance committee member David Lacey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for compensation committee members David Lacey and Lindsey Rolfe. The board recently repriced certain outstanding underwater stock options held by the NEOs without prior shareholder approval. A vote FOR remaining director nominee Stephen Brady is warranted.
Atreca, Inc.	06/13/2023	Management	2	Yes	Elect Director David Lacey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance committee member David Lacey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for compensation committee members David Lacey and Lindsey Rolfe. The board recently repriced certain outstanding underwater stock options held by the NEOs without prior shareholder approval. A vote FOR remaining director nominee Stephen Brady is warranted.
Atreca, Inc.	06/13/2023	Management	3	Yes	Elect Director Lindsey Rolfe	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance committee member David Lacey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for compensation committee members David Lacey and Lindsey Rolfe. The board recently repriced certain outstanding underwater stock options held by the NEOs without prior shareholder approval. A vote FOR remaining director nominee Stephen Brady is warranted.
Atreca, Inc.	06/13/2023	Management	4	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
AtriCure, Inc.	05/25/2023	Management	1	Yes	Elect Director Michael H. Carrel	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	2	Yes	Elect Director Regina E. Groves	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	3	Yes	Elect Director B. Kristine Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	4	Yes	Elect Director Karen N. Prange	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	5	Yes	Elect Director Deborah H. Telman	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	6	Yes	Elect Director Sven A. Wehrwein	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	7	Yes	Elect Director Robert S. White	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	8	Yes	Elect Director Maggie Yuen	For	For	For	For	A vote FOR all director nominees is warranted.
AtriCure, Inc.	05/25/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AtriCure, Inc.	05/25/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AtriCure, Inc.	05/25/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
AtriCure, Inc.	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Atrion Corporation	05/23/2023	Management	1	Yes	Elect Director Emile A. Battat	For	For	Against	Against	Votes AGAINST non-independent nominees Emile Battat and Ronald (Nicky) Spaulding are warranted for lack of a majority independent board. Votes AGAINST Ronald (Nicky) Spaulding are also warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee member Ronald (Nicky) Spaulding is warranted given concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the significant pledging activity at the company and lack of a robust anti-pledging policy. A vote AGAINST Nominating Committee chairman Ronald (Nicky) Spaulding is further warranted for failing to establish gender diversity on the board.
Atrion Corporation	05/23/2023	Management	2	Yes	Elect Director Ronald N. Spaulding	For	Against	Against	Against	Votes AGAINST non-independent nominees Emile Battat and Ronald (Nicky) Spaulding are warranted for lack of a majority independent board. Votes AGAINST Ronald (Nicky) Spaulding are also warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee member Ronald (Nicky) Spaulding is warranted given concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the significant pledging activity at the company and lack of a robust anti-pledging policy. A vote AGAINST Nominating Committee chairman Ronald (Nicky) Spaulding is further warranted for failing to establish gender diversity on the board.
Atrion Corporation	05/23/2023	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atrion Corporation	05/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Atrion Corporation	05/23/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Autoliv, Inc.	05/11/2023	Management	1	Yes	Elect Director Mikael Bratt	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	2	Yes	Elect Director Laurie Brlas	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	3	Yes	Elect Director Jan Carlson	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	4	Yes	Elect Director Hasse Johansson	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	5	Yes	Elect Director Leif Johansson	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	6	Yes	Elect Director Franz-Josef Kortum	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	7	Yes	Elect Director Frederic Lissalde	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	8	Yes	Elect Director Xiaozhi Liu	For	For	Withhold	Withhold	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Autoliv, Inc.	05/11/2023	Management	9	Yes	Elect Director Gustav Lundgren	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	10	Yes	Elect Director Martin Lundstedt	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	11	Yes	Elect Director Thaddeus J. "Ted" Senko	For	For	For	For	WITHHOLD votes for Xiaozhi Liu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Autoliv, Inc.	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Autoliv, Inc.	05/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Autoliv, Inc.	05/11/2023	Management	14	Yes	Ratify Ernst & Young AB as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/19/2023	Management	1	Yes	Elect Director Rick L. Burdick	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	2	Yes	Elect Director David B. Edelson	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	3	Yes	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	4	Yes	Elect Director Norman K. Jenkins	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	5	Yes	Elect Director Lisa Lutoff-Perlo	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	6	Yes	Elect Director Michael Manley	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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AutoNation, Inc.	04/19/2023	Management	7	Yes	Elect Director G. Mike Mikan	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	8	Yes	Elect Director Jacqueline A. Travisano	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AutoNation, Inc.	04/19/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AutoNation, Inc.	04/19/2023	Shareholder	12	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Avanos Medical, Inc.	04/27/2023	Management	1	Yes	Elect Director Gary D. Blackford	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/27/2023	Management	2	Yes	Elect Director John P. Byrnes	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/27/2023	Management	3	Yes	Elect Director Lisa Egbuonu-Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/27/2023	Management	4	Yes	Elect Director Patrick J. O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/27/2023	Management	5	Yes	Elect Director Julie Shimer	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/27/2023	Management	6	Yes	Elect Director Joseph F. Woody	For	For	For	For	A vote FOR all director nominees is warranted.
Avanos Medical, Inc.	04/27/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avanos Medical, Inc.	04/27/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Avanos Medical, Inc.	04/27/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AVEO Pharmaceuticals, Inc.	01/05/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the unaffected price and the 52-week high, the thorough process, and the downside risk in the event of non-approval, support FOR the transaction is warranted.
AVEO Pharmaceuticals, Inc.	01/05/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although all outstanding equity held by executives will auto-accelerate, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable.
AVEO Pharmaceuticals, Inc.	01/05/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Avid Technology, Inc.	05/25/2023	Management	1	Yes	Elect Director Christian A. Asmar	For	For	For	For	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	2	Yes	Elect Director Robert M. Bakish	For	For	Against	Against	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Avid Technology, Inc.	05/25/2023	Management	3	Yes	Elect Director Paula E. Boggs	For	For	For	For	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	4	Yes	Elect Director Elizabeth M. Daley	For	For	Against	Against	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	5	Yes	Elect Director Nancy Hawthorne	For	For	Against	Against	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	6	Yes	Elect Director Jeff Rosica	For	For	For	For	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	7	Yes	Elect Director Daniel B. Silvers	For	For	For	For	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	8	Yes	Elect Director John P. Wallace	For	For	For	For	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	9	Yes	Elect Director Peter M. Westley	For	For	For	For	Votes AGAINST Robert (Bob) Bakish, Elizabeth Daley and Nancy Hawthorne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avid Technology, Inc.	05/25/2023	Management	10	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Avid Technology, Inc.	05/25/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Avid Technology, Inc.	05/25/2023	Management	12	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Avid Technology, Inc.	05/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Avid Technology, Inc.	05/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Avidity Biosciences, Inc.	06/15/2023	Management	1	Yes	Elect Director Noreen Henig	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward Kaye are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Noreen Henig and Edward Kaye are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Jean Kim is warranted.

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Avidity Biosciences, Inc.	06/15/2023	Management	2	Yes	Elect Director Edward M. Kaye	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward Kaye are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Noreen Henig and Edward Kaye are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Jean Kim is warranted.
Avidity Biosciences, Inc.	06/15/2023	Management	3	Yes	Elect Director Jean Kim	For	For	For	For	WITHHOLD votes for Edward Kaye are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Noreen Henig and Edward Kaye are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Jean Kim is warranted.
Avidity Biosciences, Inc.	06/15/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Avidity Biosciences, Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company utilizes above-median benchmarking for executive compensation; * There is lack of performance metrics for long-term awards granted in the most recent fiscal year; and * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Avient Corporation	05/11/2023	Management	1	Yes	Elect Director Robert E. Abernathy	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	2	Yes	Elect Director Richard H. Fearon	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	3	Yes	Elect Director Gregory J. Goff	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	4	Yes	Elect Director Neil Green	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	5	Yes	Elect Director William R. Jellison	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	6	Yes	Elect Director Sandra Beach Lin	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	7	Yes	Elect Director Kim Ann Mink	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Avient Corporation	05/11/2023	Management	8	Yes	Elect Director Ernest Nicolas	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	9	Yes	Elect Director Robert M. Patterson	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	10	Yes	Elect Director Kerry J. Preete	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	11	Yes	Elect Director Patricia Verduin	For	For	For	For	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	12	Yes	Elect Director William A. Wulfsohn	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Fearon, Gregory (Greg) Goff and William (Bill) Wulfsohn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avient Corporation	05/11/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Avient Corporation	05/11/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Avient Corporation	05/11/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Avient Corporation	05/11/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avista Corporation	05/11/2023	Management	1	Yes	Elect Director Julie A. Bentz	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	2	Yes	Elect Director Donald C. Burke	For	For	Against	Against	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	3	Yes	Elect Director Kevin B. Jacobsen	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	4	Yes	Elect Director Rebecca A. Klein	For	For	Against	Against	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	5	Yes	Elect Director Sena M. Kwawu	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	6	Yes	Elect Director Scott H. Maw	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Avista Corporation	05/11/2023	Management	7	Yes	Elect Director Scott L. Morris	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	8	Yes	Elect Director Jeffry L. Philipps	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	9	Yes	Elect Director Heidi B. Stanley	For	For	Against	Against	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	10	Yes	Elect Director Dennis P. Vermillion	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	11	Yes	Elect Director Janet D. Widmann	For	For	For	For	Votes AGAINST Donald Burke, Rebecca (Becky) Klein, and Heidi Stanley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avista Corporation	05/11/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avista Corporation	05/11/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Avista Corporation	05/11/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency Every Year	For	For	For	For	A vote FOR the adoption of an annual say-on-pay frequency is warranted.
AVITA Medical, Inc.	06/06/2023	Management	1	Yes	Elect Director Lou Panaccio	For	For	Withhold	Withhold	WITHHOLD votes for Louis (Lou) Panaccio are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVITA Medical, Inc.	06/06/2023	Management	2	Yes	Elect Director James Corbett	For	For	For	For	WITHHOLD votes for Louis (Lou) Panaccio are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVITA Medical, Inc.	06/06/2023	Management	3	Yes	Elect Director Jeremy Curnock Cook	For	For	For	For	WITHHOLD votes for Louis (Lou) Panaccio are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVITA Medical, Inc.	06/06/2023	Management	4	Yes	Elect Director Suzanne Crowe	For	For	For	For	WITHHOLD votes for Louis (Lou) Panaccio are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVITA Medical, Inc.	06/06/2023	Management	5	Yes	Elect Director Jan Stern Reed	For	For	For	For	WITHHOLD votes for Louis (Lou) Panaccio are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVITA Medical, Inc.	06/06/2023	Management	6	Yes	Elect Director Robert McNamara	For	For	For	For	WITHHOLD votes for Louis (Lou) Panaccio are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVITA Medical, Inc.	06/06/2023	Management	7	Yes	Elect Director Cary Vance	For	For	For	For	WITHHOLD votes for Louis (Lou) Panaccio are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
AVITA Medical, Inc.	06/06/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AVITA Medical, Inc.	06/06/2023	Management	9	Yes	Approve Issuance of Restricted Stock Units and Options to Lou Panaccio	For	For	For	For	A vote FOR these resolutions is warranted.
AVITA Medical, Inc.	06/06/2023	Management	10	Yes	Approve Issuance of Restricted Stock Units and Options to Suzanne Crowe	For	For	For	For	A vote FOR these resolutions is warranted.
AVITA Medical, Inc.	06/06/2023	Management	11	Yes	Approve Issuance of Restricted Stock Units and Options to Jeremy Curnock Cook	For	For	For	For	A vote FOR these resolutions is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AVITA Medical, Inc.	06/06/2023	Management	12	Yes	Approve Issuance of Restricted Stock Units and Options to Jan Stern Reed	For	For	For	For	A vote FOR these resolutions is warranted.
AVITA Medical, Inc.	06/06/2023	Management	13	Yes	Approve Issuance of Restricted Stock Units and Options to Robert McNamara	For	For	For	For	A vote FOR these resolutions is warranted.
AVITA Medical, Inc.	06/06/2023	Management	14	Yes	Approve Issuance of Restricted Stock Units and Options to Robert McNamara	For	For	For	For	A vote FOR these resolutions is warranted.
AVITA Medical, Inc.	06/06/2023	Management	15	Yes	Approve Issuance of Restricted Stock Units and Options to Cary Vance	For	For	For	For	A vote FOR these resolutions is warranted.
AVITA Medical, Inc.	06/06/2023	Management	16	Yes	Approve Issuance of Restricted Stock Units and Options to Cary Vance	For	For	For	For	A vote FOR these resolutions is warranted.
AVITA Medical, Inc.	06/06/2023	Management	17	Yes	Approve Issuance of Options to James Corbett	For	For	For	For	A vote FOR this resolution is warranted.
AVITA Medical, Inc.	06/06/2023	Management	18	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.68 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AVITA Medical, Inc.	06/06/2023	Management	19	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
AVITA Medical, Inc.	06/06/2023	Management	20	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change in control; * Equity awards to the CEO lack any performance-contingent pay elements; and * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Aware, Inc.	06/07/2023	Management	1	Yes	Elect Director Robert A. Eckel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Eckel are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Peter Faubert for failing to establish gender diversity on the board.
Aware, Inc.	06/07/2023	Management	2	Yes	Elect Director Peter R. Faubert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Eckel are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Peter Faubert for failing to establish gender diversity on the board.
Aware, Inc.	06/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Aware, Inc.	06/07/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aware, Inc.	06/07/2023	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axis Capital Holdings Limited	05/04/2023	Management	1	Yes	Elect Director W. Marston Becker	For	For	For	For	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	2	Yes	Elect Director Michael Millegan	For	For	For	For	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	3	Yes	Elect Director Thomas C. Ramey	For	For	Against	Against	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	4	Yes	Elect Director Lizabeth H. Zlatkus	For	For	For	For	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Axis Capital Holdings Limited	05/04/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Axis Capital Holdings Limited	05/04/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution from the company's equity incentive plans, the three-year average burn rate, and the grant rate to the named executives in the past fiscal year are reasonable.
Axis Capital Holdings Limited	05/04/2023	Management	8	Yes	Approve Deloitte Ltd., Hamilton, Bermuda as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axonics, Inc.	06/26/2023	Management	1	Yes	Elect Director Michael H. Carrel	For	For	For	For	Votes FOR all directors are warranted.
Axonics, Inc.	06/26/2023	Management	2	Yes	Elect Director Raymond W. Cohen	For	For	For	For	Votes FOR all directors are warranted.
Axonics, Inc.	06/26/2023	Management	3	Yes	Elect Director David M. Demski	For	For	For	For	Votes FOR all directors are warranted.
Axonics, Inc.	06/26/2023	Management	4	Yes	Elect Director Jane E. Kiernan	For	For	For	For	Votes FOR all directors are warranted.
Axonics, Inc.	06/26/2023	Management	5	Yes	Elect Director Esteban Lopez	For	For	For	For	Votes FOR all directors are warranted.
Axonics, Inc.	06/26/2023	Management	6	Yes	Elect Director Robert E. McNamara	For	For	For	For	Votes FOR all directors are warranted.
Axonics, Inc.	06/26/2023	Management	7	Yes	Elect Director Nancy Snyderman	For	For	For	For	Votes FOR all directors are warranted.
Axonics, Inc.	06/26/2023	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Axonics, Inc.	06/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
AXT, Inc.	05/18/2023	Management	1	Yes	Elect Director Morris S. Young	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Young and David Chang are warranted for lack of a majority independent board. WITHHOLD votes for David Chang are also warranted for serving as a non-independent member of a key board committee.
AXT, Inc.	05/18/2023	Management	2	Yes	Elect Director David C. Chang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Young and David Chang are warranted for lack of a majority independent board. WITHHOLD votes for David Chang are also warranted for serving as a non-independent member of a key board committee.
AXT, Inc.	05/18/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AXT, Inc.	05/18/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AXT, Inc.	05/18/2023	Management	5	Yes	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
B. Riley Financial, Inc.	05/23/2023	Management	1	Yes	Elect Director Bryant R. Riley	For	For	For	For	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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B. Riley Financial, Inc.	05/23/2023	Management	2	Yes	Elect Director Thomas J. Kelleher	For	For	For	For	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
B. Riley Financial, Inc.	05/23/2023	Management	3	Yes	Elect Director Robert L. Antin	For	For	Against	Against	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
B. Riley Financial, Inc.	05/23/2023	Management	4	Yes	Elect Director Tammy Brandt	For	For	For	For	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
B. Riley Financial, Inc.	05/23/2023	Management	5	Yes	Elect Director Robert D'Agostino	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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B. Riley Financial, Inc.	05/23/2023	Management	6	Yes	Elect Director Renee E. LaBran	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
B. Riley Financial, Inc.	05/23/2023	Management	7	Yes	Elect Director Randall E. Paulson	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
B. Riley Financial, Inc.	05/23/2023	Management	8	Yes	Elect Director Michael J. Sheldon	For	For	For	For	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
B. Riley Financial, Inc.	05/23/2023	Management	9	Yes	Elect Director Mimi K. Walters	For	Against	Against	Against	A vote AGAINST incumbent Audit Committee members Randall Paulson, Robert D'Agostino, and Renee LaBran is warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by co-CEO and chair Bryant Riley. Votes AGAINST incumbent compensation committee members Robert (Bob) Antin, Robert D'Agostino, and Michael Sheldon are warranted due to concerns regarding the company's compensation practices. A vote AGAINST Nominating Committee chair Marian (Mimi) Walters is warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
B. Riley Financial, Inc.	05/23/2023	Management	10	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Balchem Corporation	06/22/2023	Management	1	Yes	Elect Director David Fischer	For	For	Against	Against	Votes AGAINST David Fischer are warranted for serving as a non-independent member of a key board committee.
Balchem Corporation	06/22/2023	Management	2	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Balchem Corporation	06/22/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a relatively large one-time retention award during the year in review, without disclosure of compelling rationale regarding the need for an additional equity award. Furthermore, while half of the company's regular equity grants are performance-conditioned, forward-looking performance targets are not disclosed, limiting shareholders' ability to assess the rigor of these awards.
Balchem Corporation	06/22/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Balchem Corporation	06/22/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Banc of California, Inc.	05/11/2023	Management	1	Yes	Elect Director James A. "Conan" Barker	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	2	Yes	Elect Director Mary A. Curran	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	3	Yes	Elect Director Shannon F. Eusey	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	4	Yes	Elect Director Bonnie G. Hill	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	5	Yes	Elect Director Denis P. Kalscheur	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	6	Yes	Elect Director Richard J. Lashley	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	7	Yes	Elect Director Joseph J. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	8	Yes	Elect Director Vania E. Schlogel	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	9	Yes	Elect Director Jonah F. Schnel	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	10	Yes	Elect Director Robert D. Szniewajs	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	11	Yes	Elect Director Andrew Thau	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	12	Yes	Elect Director Jared M. Wolff	For	For	For	For	A vote FOR all director nominees is warranted.
Banc of California, Inc.	05/11/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Banc of California, Inc.	05/11/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. The CEO's pay was relatively high due to a one-time equity award which was entirely performance-based. Annual cash incentives and equity awards were primarily performance-based and earned below the target aligned with company performance. In addition, performance goals for the performance stock option awards are rigorous.
BancFirst Corporation	05/25/2023	Management	1	Yes	Elect Director Dennis L. Brand	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	2	Yes	Elect Director F. Ford Drummond	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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BancFirst Corporation	05/25/2023	Management	3	Yes	Elect Director Joseph Ford	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	4	Yes	Elect Director Joe R. Goynes	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	5	Yes	Elect Director David R. Harlow	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	6	Yes	Elect Director William O. Johnstone	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	7	Yes	Elect Director Mautra Staley Jones	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	8	Yes	Elect Director Bill G. Lance	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goynes, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BancFirst Corporation	05/25/2023	Management	9	Yes	Elect Director Dave R. Lopez	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	10	Yes	Elect Director William Scott Martin	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	11	Yes	Elect Director Tom H. McCasland, III	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	12	Yes	Elect Director David E. Rainbolt	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	13	Yes	Elect Director Robin Roberson	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	14	Yes	Elect Director Darryl W. Schmidt	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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BancFirst Corporation	05/25/2023	Management	15	Yes	Elect Director Natalie Shirley	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	16	Yes	Elect Director Michael K. Wallace	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	17	Yes	Elect Director Gregory G. Wedel	For	For	For	For	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	18	Yes	Elect Director G. Rainey Williams, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees David Rainbolt, David Harlow, G. Rainey Williams Jr., Dennis Brand, F. Ford Drummond, Joe Goyne, William Johnstone, Tom McCasland III, Darryl Schmidt and Michael Wallace are warranted for lack of a majority independent board. Votes AGAINST G. Rainey Williams Jr., F. Ford Drummond, Tom McCasland III and Michael Wallace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BancFirst Corporation	05/25/2023	Management	19	Yes	Approve Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
BancFirst Corporation	05/25/2023	Management	20	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BancFirst Corporation	05/25/2023	Management	21	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BancFirst Corporation	05/25/2023	Management	22	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bandwidth Inc.	05/18/2023	Management	1	Yes	Elect Director David A. Morken	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Morken and Rebecca Bottorff are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for non-independent director nominees David Morken and Rebecca Bottorff for failing to remove or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for board chair David Morken for lack of ethnic or racial diversity on the board.

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Bandwidth Inc.	05/18/2023	Management	2	Yes	Elect Director Rebecca G. Bottorff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Morken and Rebecca Bottorff are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for non-independent director nominees David Morken and Rebecca Bottorff for failing to remove or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for board chair David Morken for lack of ethnic or racial diversity on the board.
Bandwidth Inc.	05/18/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 44.07 percent is excessive. * The plan administrator may provide loans to exercise awards. * The plan has an automatic share replenishment feature. * The company's three-year average burn rate is excessive.
Bandwidth Inc.	05/18/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bandwidth Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single trigger change-in-control provision; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives; and * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Bank of Hawaii Corporation	04/28/2023	Management	1	Yes	Elect Director S. Haunani Apoliona	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	2	Yes	Elect Director Mark A. Burak	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	3	Yes	Elect Director John C. Erickson	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bank of Hawaii Corporation	04/28/2023	Management	4	Yes	Elect Director Joshua D. Feldman	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	5	Yes	Elect Director Peter S. Ho	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	6	Yes	Elect Director Michelle E. Hulst	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	7	Yes	Elect Director Kent T. Lucien	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	8	Yes	Elect Director Elliot K. Mills	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	9	Yes	Elect Director Alicia E. Moy	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	10	Yes	Elect Director Victor K. Nichols	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bank of Hawaii Corporation	04/28/2023	Management	11	Yes	Elect Director Barbara J. Tanabe	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	12	Yes	Elect Director Dana M. Tokioka	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	13	Yes	Elect Director Raymond P. Vara, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	14	Yes	Elect Director Robert W. Wo	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Ho, S. Haunani Apoliona, Mark Burak, Kent Lucien, Barbara Tanabe, Dana Tokioka and Robert Wo are warranted for lack of a majority independent board. Votes AGAINST S. Haunani Apoliona, Mark Burak, Barbara Tanabe and Robert Wo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Hawaii Corporation	04/28/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The CEO's target equity value is relatively high, and some concern exists regarding the use of similar metrics between the annual and long-term incentive programs. However, annual and long-term incentives are substantially tied to rigorous performance goals, and performance shares are limited to target payout and appear to require more rigorous performance at target than annual incentives. Concern regarding the magnitude of an NEO's front loaded equity award is mitigated given that the award is entirely performance-based, with rigorous relative goals over a four-year performance period, the NEO is ineligible for any other annual long-term awards during the performance period, and the annualized amount of the award over four years is not excessive. Given these factors, pay-for-performance concerns are mitigated for the year under review. However, continued monitoring of the pay program is warranted given the CEO's relatively high pay, and investors would benefit from improved disclosure surrounding future signing and make-whole awards.
Bank of Hawaii Corporation	04/28/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bank of Hawaii Corporation	04/28/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Bank of Marin Bancorp	05/23/2023	Management	1	Yes	Elect Director Nicolas C. Anderson	For	For	For	For	WITHHOLD votes for non-independent nominees William McDewitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDewitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	2	Yes	Elect Director Russell A. Colombo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William McDewitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDewitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	3	Yes	Elect Director Charles D. Fite	For	For	For	For	WITHHOLD votes for non-independent nominees William McDewitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDewitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	4	Yes	Elect Director James C. Hale	For	For	For	For	WITHHOLD votes for non-independent nominees William McDewitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDewitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	5	Yes	Elect Director Robert Heller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William McDewitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDewitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	6	Yes	Elect Director Kevin R. Kennedy	For	For	For	For	WITHHOLD votes for non-independent nominees William McDewitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDewitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	7	Yes	Elect Director William H. McDewitt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William McDewitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDewitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bank of Marin Bancorp	05/23/2023	Management	8	Yes	Elect Director Timothy D. Myers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William McDevitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDevitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	9	Yes	Elect Director Sanjiv S. Sanghvi	For	For	For	For	WITHHOLD votes for non-independent nominees William McDevitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDevitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	10	Yes	Elect Director Joel Sklar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William McDevitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDevitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	11	Yes	Elect Director Brian M. Sobel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William McDevitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDevitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	12	Yes	Elect Director Secil Tabli Watson	For	For	For	For	WITHHOLD votes for non-independent nominees William McDevitt Jr., Timothy (Tim) Myers, Russell Colombo, Robert Heller, Joel Sklar and Brian Sobel are warranted for lack of a majority independent board. WITHHOLD votes for William McDevitt Jr., Robert Heller, Joel Sklar, and Brian Sobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of Marin Bancorp	05/23/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bank of Marin Bancorp	05/23/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bank of Marin Bancorp	05/23/2023	Management	15	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BankFinancial Corporation	05/25/2023	Management	1	Yes	Elect Director F. Morgan Gasior	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee F. Morgan Gasior are warranted for lack of a majority independent board. WITHHOLD votes are warranted for director nominees F. Morgan Gasior and Debra Zukonik for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws.
BankFinancial Corporation	05/25/2023	Management	2	Yes	Elect Director Debra R. Zukonik	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee F. Morgan Gasior are warranted for lack of a majority independent board. WITHHOLD votes are warranted for director nominees F. Morgan Gasior and Debra Zukonik for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws.

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BankFinancial Corporation	05/25/2023	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BankFinancial Corporation	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BankFinancial Corporation	05/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BankUnited, Inc.	05/16/2023	Management	1	Yes	Elect Director Rajinder P. Singh	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	2	Yes	Elect Director Tere Blanca	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	3	Yes	Elect Director John N. DiGiacomo	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	4	Yes	Elect Director Michael J. Dowling	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	5	Yes	Elect Director Douglas J. Pauls	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	6	Yes	Elect Director A. Gail Prudenti	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	7	Yes	Elect Director William S. Rubenstein	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	8	Yes	Elect Director Germaine Smith-Baugh	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	9	Yes	Elect Director Sanjiv Sobti	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	10	Yes	Elect Director Lynne Wines	For	For	For	For	A vote FOR the remaining director nominees is warranted.
BankUnited, Inc.	05/16/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BankUnited, Inc.	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BankUnited, Inc.	05/16/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Bankwell Financial Group, Inc.	05/31/2023	Management	1	Yes	Elect Director Gail E.D. Brathwaite	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	2	Yes	Elect Director Eric J. Dale	For	For	Withhold	Withhold	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	3	Yes	Elect Director Darryl M. Demos	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	4	Yes	Elect Director Blake S. Drexler	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	5	Yes	Elect Director Jeffrey R. Dunne	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	6	Yes	Elect Director James M. Garnett, Jr.	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	7	Yes	Elect Director Christopher R. Gruseke	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bankwell Financial Group, Inc.	05/31/2023	Management	8	Yes	Elect Director Anahaita N. Kotval	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	9	Yes	Elect Director Todd H. Lampert	For	For	Withhold	Withhold	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	10	Yes	Elect Director Carl M. Porto	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	11	Yes	Elect Director Lawrence B. Seidman	For	For	For	For	WITHHOLD votes for Eric Dale and Todd Lampert are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bankwell Financial Group, Inc.	05/31/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bankwell Financial Group, Inc.	05/31/2023	Management	13	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Banner Corporation	05/24/2023	Management	1	Yes	Elect Director Margot J. Copeland	For	For	For	For	Votes AGAINST David Klaue are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/24/2023	Management	2	Yes	Elect Director Mark J. Grescovich	For	For	For	For	Votes AGAINST David Klaue are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/24/2023	Management	3	Yes	Elect Director David A. Klaue	For	For	Against	Against	Votes AGAINST David Klaue are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/24/2023	Management	4	Yes	Elect Director Paul J. Walsh	For	For	For	For	Votes AGAINST David Klaue are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Banner Corporation	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Banner Corporation	05/24/2023	Management	6	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Banner Corporation	05/24/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bar Harbor Bankshares	05/18/2023	Management	1	Yes	Elect Director Daina H. Belair	For	For	For	For	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	2	Yes	Elect Director Matthew L. Caras	For	For	For	For	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bar Harbor Bankshares	05/18/2023	Management	3	Yes	Elect Director David M. Colter	For	For	For	For	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	4	Yes	Elect Director Martha T. Dudman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	5	Yes	Elect Director Lauri E. Fernald	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	6	Yes	Elect Director Debra B. Miller	For	For	For	For	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	7	Yes	Elect Director Brendan J. O'Halloran	For	For	For	For	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	8	Yes	Elect Director Brian D. Shaw	For	For	For	For	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bar Harbor Bankshares	05/18/2023	Management	9	Yes	Elect Director Curtis C. Simard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	10	Yes	Elect Director Kenneth E. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	11	Yes	Elect Director Scott G. Toothaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	12	Yes	Elect Director David B. Woodside	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Woodside, Curtis Simard, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are warranted for lack of a majority independent board. WITHHOLD votes for David Woodside, Martha Dudman, Lauri Fernald, Kenneth Smith, and Scott Toothaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bar Harbor Bankshares	05/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Bar Harbor Bankshares	05/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bar Harbor Bankshares	05/18/2023	Management	15	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Barnes Group Inc.	05/05/2023	Management	1	Yes	Elect Director Thomas O. Barnes	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	2	Yes	Elect Director Elijah K. Barnes	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	3	Yes	Elect Director Jakki L. Haussler	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	4	Yes	Elect Director Richard J. Hipple	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	5	Yes	Elect Director Thomas J. Hook	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Barnes Group Inc.	05/05/2023	Management	6	Yes	Elect Director Daphne E. Jones	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	7	Yes	Elect Director Neal J. Keating	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	8	Yes	Elect Director Mylle H. Mangum	For	For	Against	Against	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	9	Yes	Elect Director Hans-Peter Manner	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	10	Yes	Elect Director Anthony V. Nicolosi	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	11	Yes	Elect Director JoAnna L. Sohovich	For	For	For	For	Votes AGAINST Mylle Mangum are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Barnes Group Inc.	05/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After last year's failed say-on-pay vote, the company engaged with investors, shareholder feedback was adequately disclosed in a supplemental filing, and changes to the program adequately address shareholder concerns. In addition, although a pay-for-performance misalignment exists for the year under review, sufficient mitigating factors have been identified. The new CEO's large cash and equity award was a make-whole award, with the equity portion entirely in the form of performance-conditioned options. Annual and long-term incentives were sufficiently performance-based, and annual incentives paid out below target, in line with performance. While some concern exists with respect to LTI goal rigor, changes for FY23 will address those concerns.
Barnes Group Inc.	05/05/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Barnes Group Inc.	05/05/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Barnes Group Inc.	05/05/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Barrett Business Services, Inc.	06/05/2023	Management	1	Yes	Elect Director Thomas J. Carley	For	For	Against	Against	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/05/2023	Management	2	Yes	Elect Director Joseph S. Clabby	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/05/2023	Management	3	Yes	Elect Director Thomas B. Cusick	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/05/2023	Management	4	Yes	Elect Director Gary E. Kramer	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/05/2023	Management	5	Yes	Elect Director Anthony Meeker	For	For	Against	Against	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Barrett Business Services, Inc.	06/05/2023	Management	6	Yes	Elect Director Carla A. Moradi	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/05/2023	Management	7	Yes	Elect Director Alexandra Morehouse	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/05/2023	Management	8	Yes	Elect Director Vincent P. Price	For	For	For	For	Votes AGAINST Anthony Meeker and Thomas Carley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Barrett Business Services, Inc.	06/05/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Barrett Business Services, Inc.	06/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Barrett Business Services, Inc.	06/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Barrett Business Services, Inc.	06/05/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	1	Yes	Elect Director Emma S. Battle	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	2	Yes	Elect Director John R. Belk	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	3	Yes	Elect Director Kristina Cashman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	4	Yes	Elect Director Virginia W. Hamlet	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bassett Furniture Industries, Incorporated	03/08/2023	Management	5	Yes	Elect Director J. Walter McDowell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	6	Yes	Elect Director Robert H. Spilman, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	7	Yes	Elect Director William C. Wampler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	8	Yes	Elect Director William C. Warden, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Spilman Jr., William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are warranted for lack of a majority independent board. WITHHOLD votes for William Warden Jr., Kristina Cashman, J. Walter McDowell and William Wampler Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bassett Furniture Industries, Incorporated	03/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Baycom Corp	06/20/2023	Management	1	Yes	Elect Director James S. Camp	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.

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Baycom Corp	06/20/2023	Management	2	Yes	Elect Director Harpreet S. Chaudhary	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.
Baycom Corp	06/20/2023	Management	3	Yes	Elect Director Keary L. Colwell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.
Baycom Corp	06/20/2023	Management	4	Yes	Elect Director Rocco Davis	For	For	For	For	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.

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Baycom Corp	06/20/2023	Management	5	Yes	Elect Director George J. Guarini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.
Baycom Corp	06/20/2023	Management	6	Yes	Elect Director Lloyd W. Kendall, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.
Baycom Corp	06/20/2023	Management	7	Yes	Elect Director Janet L. King	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.

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Baycom Corp	06/20/2023	Management	8	Yes	Elect Director Robert G. Laverne	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.
Baycom Corp	06/20/2023	Management	9	Yes	Elect Director Sylvia L. Magid	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lloyd Kendall Jr., George Guarini, James Camp, Harpreet Chaudhary, Keary Colwell, Janet King and Robert Laverne are warranted for lack of a majority independent board. WITHHOLD votes for Lloyd Kendall Jr., James Camp, Harpreet Chaudhary and Robert Laverne are also warranted for serving as non-independent members of a key board committee. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Lloyd Kendall Jr., James Camp, Harpreet Chaudhary, Robert Laverne, and Sylvia Magid given that the identified pay-for-performance misalignment has not been mitigated for this year. Although the bonus plan is primarily based on pre-set objective measures, the actual performance for each goal is not disclosed. In addition, the board made significant use of discretion to increase the overall performance achieved resulting in increased payouts for each NEOs. The LTIP is also entirely time-based. A vote FOR Rocco Davis is warranted.
Baycom Corp	06/20/2023	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BCB Bancorp, Inc.	04/27/2023	Management	1	Yes	Elect Director Robert Ballance	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Ballance and Ryan Blake are warranted for lack of a majority independent board. WITHHOLD votes for incumbent directors Robert Ballance and James Rizzo are warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for incumbent nominees Robert Ballance and James Rizzo are further warranted as the board approved a new agreement in the past year that contains a single-trigger cash severance provision.
BCB Bancorp, Inc.	04/27/2023	Management	2	Yes	Elect Director Ryan Blake	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Ballance and Ryan Blake are warranted for lack of a majority independent board. WITHHOLD votes for incumbent directors Robert Ballance and James Rizzo are warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for incumbent nominees Robert Ballance and James Rizzo are further warranted as the board approved a new agreement in the past year that contains a single-trigger cash severance provision.

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BCB Bancorp, Inc.	04/27/2023	Management	3	Yes	Elect Director James G. Rizzo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Ballance and Ryan Blake are warranted for lack of a majority independent board. WITHHOLD votes for incumbent directors Robert Ballance and James Rizzo are warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for incumbent nominees Robert Ballance and James Rizzo are further warranted as the board approved a new agreement in the past year that contains a single-trigger cash severance provision.
BCB Bancorp, Inc.	04/27/2023	Management	4	Yes	Ratify Wolf & Company, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BCB Bancorp, Inc.	04/27/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the CEO's employment agreement was renewed without removing the entitlement to problematic single-trigger cash severance.
BCB Bancorp, Inc.	04/27/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Beasley Broadcast Group, Inc.	05/31/2023	Management	1	Yes	Elect Director Michael J. Fiorile	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.
Beasley Broadcast Group, Inc.	05/31/2023	Management	2	Yes	Elect Director Gordon H. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.

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Beasley Broadcast Group, Inc.	05/31/2023	Management	3	Yes	Elect Director Brian E. Beasley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.
Beasley Broadcast Group, Inc.	05/31/2023	Management	4	Yes	Elect Director Bruce G. Beasley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.
Beasley Broadcast Group, Inc.	05/31/2023	Management	5	Yes	Elect Director Caroline Beasley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.
Beasley Broadcast Group, Inc.	05/31/2023	Management	6	Yes	Elect Director Peter A. Bordes, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.

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Beasley Broadcast Group, Inc.	05/31/2023	Management	7	Yes	Elect Director Leslie V. Godridge	For	For	For	For	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.
Beasley Broadcast Group, Inc.	05/31/2023	Management	8	Yes	Elect Director Charles M. Warfield, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Caroline Beasley, Bruce Beasley, and Brian Beasley are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for Peter Bordes Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent governance committee members Michael Fiorile, Gordon Smith, and Charles Warfield Jr. are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Caroline Beasley, Bruce Beasley, and Brian Beasley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Leslie V. Godridge is warranted.
Beasley Broadcast Group, Inc.	05/31/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, the company lacks several risk-mitigators and does not disclose any pre-set criteria for incentive compensation.
Beasley Broadcast Group, Inc.	05/31/2023	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beazer Homes USA, Inc.	02/09/2023	Management	1	Yes	Elect Director Elizabeth S. Acton	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/09/2023	Management	2	Yes	Elect Director Lloyd E. Johnson	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/09/2023	Management	3	Yes	Elect Director Allan P. Merrill	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/09/2023	Management	4	Yes	Elect Director Peter M. Orser	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/09/2023	Management	5	Yes	Elect Director Norma A. Provencio	For	For	Against	Against	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/09/2023	Management	6	Yes	Elect Director Danny R. Shepherd	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Beazer Homes USA, Inc.	02/09/2023	Management	7	Yes	Elect Director David J. Spitz	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/09/2023	Management	8	Yes	Elect Director C. Christian Winkle	For	For	For	For	Votes AGAINST Norma Provencio are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Beazer Homes USA, Inc.	02/09/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Beazer Homes USA, Inc.	02/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Beazer Homes USA, Inc.	02/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Belden Inc.	05/25/2023	Management	1	Yes	Elect Director David J. Aldrich	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	2	Yes	Elect Director Lance C. Balk	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	3	Yes	Elect Director Steven W. Berglund	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	4	Yes	Elect Director Diane D. Brink	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	5	Yes	Elect Director Judy L. Brown	For	For	Against	Against	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	6	Yes	Elect Director Nancy Calderon	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	7	Yes	Elect Director Ashish Chand	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	8	Yes	Elect Director Jonathan C. Klein	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	9	Yes	Elect Director YY Lee	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	10	Yes	Elect Director Gregory J. McCray	For	For	For	For	Votes AGAINST David Aldrich, Lance Balk and Judy Brown are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Belden Inc.	05/25/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Belden Inc.	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Belden Inc.	05/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BellRing Brands, Inc.	02/06/2023	Management	1	Yes	Elect Director Darcy H. Davenport	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Elliot Stein Jr. given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR Darcy Davenport is warranted.
BellRing Brands, Inc.	02/06/2023	Management	2	Yes	Elect Director Elliot H. Stein, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Elliot Stein Jr. given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, which adversely impacts shareholder rights. A vote FOR Darcy Davenport is warranted.
BellRing Brands, Inc.	02/06/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BellRing Brands, Inc.	02/06/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BellRing Brands, Inc.	02/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Benchmark Electronics, Inc.	05/17/2023	Management	1	Yes	Elect Director David W. Scheible	For	For	Against	Against	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	2	Yes	Elect Director Douglas M. Britt	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	3	Yes	Elect Director Anne De Greef-Safft	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	4	Yes	Elect Director Robert K. Gifford	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	5	Yes	Elect Director Ramesh Gopalakrishnan	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	6	Yes	Elect Director Kenneth T. Lamneck	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	7	Yes	Elect Director Jeffrey S. McCreary	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	8	Yes	Elect Director Lynn A. Wentworth	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	9	Yes	Elect Director Jeffrey W. Benck	For	For	For	For	Votes AGAINST David Scheible are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Benchmark Electronics, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Benchmark Electronics, Inc.	05/17/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Benchmark Electronics, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	1	Yes	Elect Director Baye Adofo-Wilson	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	2	Yes	Elect Director David M. Brunelle	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	3	Yes	Elect Director Nina A. Charnley	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	4	Yes	Elect Director Mihir A. Desai	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	5	Yes	Elect Director William H. Hughes, III	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	6	Yes	Elect Director Jeffrey W. Kip	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	7	Yes	Elect Director Sylvia Maxfield	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	8	Yes	Elect Director Nitin J. Mhatre	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	9	Yes	Elect Director Laurie Norton Moffatt	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	10	Yes	Elect Director Karyn Polito	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	11	Yes	Elect Director Eric S. Rosengren	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	12	Yes	Elect Director Michael A. Zaitzeff	For	For	For	For	A vote FOR all director nominees is warranted.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Berry Corporation (bry)	05/23/2023	Management	1	Yes	Elect Director Renee Hornbaker	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Berry Corporation (bry)	05/23/2023	Management	2	Yes	Elect Director Anne Mariucci	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Berry Corporation (bry)	05/23/2023	Management	3	Yes	Elect Director Don Paul	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Berry Corporation (bry)	05/23/2023	Management	4	Yes	Elect Director Rajath Shourie	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Berry Corporation (bry)	05/23/2023	Management	5	Yes	Elect Director Arthur "Trem" Smith	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Berry Corporation (bry)	05/23/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BGC Partners, Inc.	06/27/2023	Management	1	Yes	Adopt Plan of Conversion	For	For	For	For	A vote FOR this proposal is warranted as the rationale to convert to a simple c-corporation appears sound and shareholder rights would not be meaningfully impacted.
BGC Partners, Inc.	06/27/2023	Management	2	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan provides for option reloads (overriding factor); * The company's potential Voting Power Dilution (VPD) for all incentive plans of 51.85 percent is excessive; * The plan administrator may provide loans to exercise awards; * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The plan allows for single-trigger vesting of equity awards upon a change in control.
BGC Partners, Inc.	06/27/2023	Management	3	Yes	Increase Authorized Class A Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of Class A common stock is reasonable and there are no substantial concerns about the company's past use of shares.
BGC Partners, Inc.	06/27/2023	Management	4	Yes	Increase Authorized Class B Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the proposed increase in the Class B common stock authorization would perpetuate the company's dual-class structure with disparate voting rights.

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BGC Partners, Inc.	06/27/2023	Management	5	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability. Further, such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
BGC Partners, Inc.	06/27/2023	Management	6	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Big 5 Sporting Goods Corporation	06/07/2023	Management	1	Yes	Elect Director Jennifer H. Dunbar	For	For	Against	Against	Votes AGAINST Jennifer Dunbar are also warranted for serving as a non-independent member of a key board committee. A vote FOR Steven Miller is warranted at this time.
Big 5 Sporting Goods Corporation	06/07/2023	Management	2	Yes	Elect Director Steven G. Miller	For	For	For	For	Votes AGAINST Jennifer Dunbar are also warranted for serving as a non-independent member of a key board committee. A vote FOR Steven Miller is warranted at this time.
Big 5 Sporting Goods Corporation	06/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * The company's change in control arrangements with certain executives contain an excessive severance multiple; * Equity awards allow for auto-accelerated vesting upon a change in control; and * Equity awards to the CEO lack any performance-contingent pay elements.
Big 5 Sporting Goods Corporation	06/07/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Big 5 Sporting Goods Corporation	06/07/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BioAtla, Inc.	06/14/2023	Management	1	Yes	Elect Director Jay M. Short	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Smith are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for director nominees Jay Short, Scott Smith, and Edward (Eddie) Williams are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
BioAtla, Inc.	06/14/2023	Management	2	Yes	Elect Director Scott Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Smith are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for director nominees Jay Short, Scott Smith, and Edward (Eddie) Williams are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
BioAtla, Inc.	06/14/2023	Management	3	Yes	Elect Director Edward Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Smith are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for director nominees Jay Short, Scott Smith, and Edward (Eddie) Williams are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

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BioAtla, Inc.	06/14/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BioAtla, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Biohaven Ltd.	05/02/2023	Management	1	Yes	Elect Director Michael T. Heffernan	For	For	For	For	A vote FOR the director nominees is warranted.
Biohaven Ltd.	05/02/2023	Management	2	Yes	Elect Director Irina A. Antonijevic	For	For	For	For	A vote FOR the director nominees is warranted.
Biohaven Ltd.	05/02/2023	Management	3	Yes	Elect Director Robert J. Hugin	For	For	For	For	A vote FOR the director nominees is warranted.
Biohaven Ltd.	05/02/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	1	Yes	Elect Director Peter (Pete) A. Bassi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	2	Yes	Elect Director Larry D. Bouts	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	3	Yes	Elect Director Bina Chaurasia	For	For	For	For	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	4	Yes	Elect Director James (Jim) A. Dal Pozzo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	5	Yes	Elect Director Gerald (Jerry) W. Deitchle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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BJ's Restaurants, Inc.	06/15/2023	Management	6	Yes	Elect Director Noah A. Elbogen	For	For	For	For	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	7	Yes	Elect Director Gregory (Greg) S. Levin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	8	Yes	Elect Director Lea Anne S. Ottinger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	9	Yes	Elect Director Julius W. Robinson, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	10	Yes	Elect Director Janet M. Sherlock	For	For	For	For	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	11	Yes	Elect Director Gregory (Greg) A. Trojan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Deitchle, Gregory (Greg) Levin, Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo, Lea Anne Ottinger and Gregory (Greg) Trojan are warranted for lack of a majority independent board. WITHHOLD votes for Peter (Pete) Bassi, Larry Bouts, James (Jim) Dal Pozzo and Lea Anne Ottinger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BJ's Restaurants, Inc.	06/15/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BJ's Restaurants, Inc.	06/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BJ's Restaurants, Inc.	06/15/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Black Hills Corporation	04/25/2023	Management	1	Yes	Elect Director Scott M. Prochazka	For	For	For	For	WITHHOLD votes for Rebecca Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Black Hills Corporation	04/25/2023	Management	2	Yes	Elect Director Rebecca B. Roberts	For	For	Withhold	Withhold	WITHHOLD votes for Rebecca Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Black Hills Corporation	04/25/2023	Management	3	Yes	Elect Director Teresa A. Taylor	For	For	For	For	WITHHOLD votes for Rebecca Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Black Hills Corporation	04/25/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Black Hills Corporation	04/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Black Hills Corporation	04/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Blackbaud, Inc.	06/14/2023	Management	1	Yes	Elect Director Yogesh K. Gupta	For	For	For	For	Votes FOR all director nominees are warranted.
Blackbaud, Inc.	06/14/2023	Management	2	Yes	Elect Director Rupal S. Hollenbeck	For	For	For	For	Votes FOR all director nominees are warranted.
Blackbaud, Inc.	06/14/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Blackbaud, Inc.	06/14/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Blackbaud, Inc.	06/14/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Blackbaud, Inc.	06/14/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Bloomin' Brands, Inc.	04/18/2023	Management	1	Yes	Elect Director Julie Kunkel	For	For	For	For	A vote FOR all director nominees is warranted.
Bloomin' Brands, Inc.	04/18/2023	Management	2	Yes	Elect Director Tara Walpert Levy	For	For	For	For	A vote FOR all director nominees is warranted.
Bloomin' Brands, Inc.	04/18/2023	Management	3	Yes	Elect Director Melanie Marein-Efron	For	For	For	For	A vote FOR all director nominees is warranted.
Bloomin' Brands, Inc.	04/18/2023	Management	4	Yes	Elect Director James R. Craigie	For	For	For	For	A vote FOR all director nominees is warranted.
Bloomin' Brands, Inc.	04/18/2023	Management	5	Yes	Elect Director David J. Deno	For	For	For	For	A vote FOR all director nominees is warranted.
Bloomin' Brands, Inc.	04/18/2023	Management	6	Yes	Elect Director Lawrence V. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
Bloomin' Brands, Inc.	04/18/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bloomin' Brands, Inc.	04/18/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bloomin' Brands, Inc.	04/18/2023	Management	9	Yes	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would enhance shareholder rights. Shareholder approval of this proposal would result in the immediate provision of the right to call special meetings with a 25-percent ownership threshold. A shareholder proposal on ballot (Item 6) requests the provision of the right with a 10-percent ownership threshold, which shareholders may view as a more reasonable threshold.
Bloomin' Brands, Inc.	04/18/2023	Management	10	Yes	Amend Charter to Permit the Exculpation of Officers Consistent with Changes to Delaware General Corporation Law	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Bloomin' Brands, Inc.	04/18/2023	Shareholder	11	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted. This shareholder proposal includes a 10-percent ownership threshold which shareholders may view as a more reasonable threshold than the 25-percent threshold proposed by management. This proposal would also represent an enhancement to shareholder rights, as shareholders do not currently have the right to call special meetings.
Bloomin' Brands, Inc.	04/18/2023	Shareholder	12	Yes	Adopt Near and Long-Term Science-Based GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as setting GHG emissions targets will help the company manage climate change related risks.
Blue Foundry Bancorp	05/18/2023	Management	3	Yes	Elect Management Nominee Director J. Christopher Ely	For	For	For	For	Notwithstanding profitability underperformance relative to peers, and taking into account total shareholder return since the IPO, the mitigation of the pay-for-performance misalignment, and the relatively sparse detail of the dissident's arguments, the dissident has not made a compelling case that board change is necessary at this time. Votes FOR incumbent nominees Ely and Goldstein are warranted.
Blue Foundry Bancorp	05/18/2023	Management	4	Yes	Elect Management Nominee Director Robert T. Goldstein	For	For	For	For	Notwithstanding profitability underperformance relative to peers, and taking into account total shareholder return since the IPO, the mitigation of the pay-for-performance misalignment, and the relatively sparse detail of the dissident's arguments, the dissident has not made a compelling case that board change is necessary at this time. Votes FOR incumbent nominees Ely and Goldstein are warranted.
Blue Foundry Bancorp	05/18/2023	Shareholder	5	Yes	Elect Dissident Nominee Director Jennifer Corrou	Withhold	Withhold	Withhold	Withhold	Notwithstanding profitability underperformance relative to peers, and taking into account total shareholder return since the IPO, the mitigation of the pay-for-performance misalignment, and the relatively sparse detail of the dissident's arguments, the dissident has not made a compelling case that board change is necessary at this time. Votes FOR incumbent nominees Ely and Goldstein are warranted.
Blue Foundry Bancorp	05/18/2023	Shareholder	6	Yes	Elect Dissident Nominee Director Raymond Vanaria	Withhold	Withhold	Withhold	Withhold	Notwithstanding profitability underperformance relative to peers, and taking into account total shareholder return since the IPO, the mitigation of the pay-for-performance misalignment, and the relatively sparse detail of the dissident's arguments, the dissident has not made a compelling case that board change is necessary at this time. Votes FOR incumbent nominees Ely and Goldstein are warranted.
Blue Foundry Bancorp	05/18/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Blue Foundry Bancorp	05/18/2023	Management	8	Yes	Restate Charter to Declassify the Board and Remove Supermajority Requirements	For	For	For	For	A vote FOR this proposal is warranted as it removes the supermajority vote requirement to amend the certification of incorporation and declassifies the board beginning in 2027.
Blue Foundry Bancorp	05/18/2023	Shareholder	11	Yes	Elect Dissident Nominee Director Jennifer Corrou	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Blue Foundry Bancorp	05/18/2023	Shareholder	12	Yes	Elect Dissident Nominee Director Raymond Vanaria	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Blue Foundry Bancorp	05/18/2023	Management	13	Yes	Elect Management Nominee Director J. Christopher Ely	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Blue Foundry Bancorp	05/18/2023	Management	14	Yes	Elect Management Nominee Director Robert T. Goldstein	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Blue Foundry Bancorp	05/18/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Blue Foundry Bancorp	05/18/2023	Management	16	Yes	Restate Charter to Declassify the Board and Remove Supermajority Requirements	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
bluebird bio, Inc.	06/16/2023	Management	1	Yes	Elect Director Charlotte Jones-Burton	For	For	For	For	Votes FOR all nominees are warranted.
bluebird bio, Inc.	06/16/2023	Management	2	Yes	Elect Director Mark Vachon	For	For	For	For	Votes FOR all nominees are warranted.
bluebird bio, Inc.	06/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
bluebird bio, Inc.	06/16/2023	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
bluebird bio, Inc.	06/16/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
bluebird bio, Inc.	06/16/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
bluebird bio, Inc.	06/16/2023	Management	7	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that Items 3 and 4 merit shareholder support.
BlueLinx Holdings Inc.	05/18/2023	Management	1	Yes	Elect Director Anuj Dhanda	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	2	Yes	Elect Director Dominic DiNapoli	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	3	Yes	Elect Director Kim S. Fennebresque	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	4	Yes	Elect Director Keith A. Haas	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	5	Yes	Elect Director Mitchell B. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	6	Yes	Elect Director Shyam K. Reddy	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	7	Yes	Elect Director J. David Smith	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	8	Yes	Elect Director Carol B. Yancey	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	9	Yes	Elect Director Marietta Edmunds Zakas	For	For	For	For	A vote FOR all director nominees is warranted.
BlueLinx Holdings Inc.	05/18/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BlueLinx Holdings Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BlueLinx Holdings Inc.	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Blueprint Medicines Corporation	06/21/2023	Management	1	Yes	Elect Director Alexis Borisy	For	Withhold	Withhold	Withhold	WITHHOLD votes for Lonnel Coats are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Alexis Borisy are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Lonnel Coats are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A cautionary vote FOR is warranted for Kathryn (Kate) Haviland. Although concerns remain with respect to the supermajority vote requirement and the classified board, the board acknowledged director Mark Goldberg's failure to receive majority shareholder support at last year's annual meeting and took specific actions to address shareholder concerns.
Blueprint Medicines Corporation	06/21/2023	Management	2	Yes	Elect Director Lonnel Coats	For	Withhold	Withhold	Withhold	WITHHOLD votes for Lonnel Coats are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Alexis Borisy are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Lonnel Coats are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A cautionary vote FOR is warranted for Kathryn (Kate) Haviland. Although concerns remain with respect to the supermajority vote requirement and the classified board, the board acknowledged director Mark Goldberg's failure to receive majority shareholder support at last year's annual meeting and took specific actions to address shareholder concerns.

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Blueprint Medicines Corporation	06/21/2023	Management	3	Yes	Elect Director Kathryn Haviland	For	For	For	For	WITHHOLD votes for Lonnel Coats are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Alexis Borisy are warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Lonnel Coats are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A cautionary vote FOR is warranted for Kathryn (Kate) Haviland. Although concerns remain with respect to the supermajority vote requirement and the classified board, the board acknowledged director Mark Goldberg's failure to receive majority shareholder support at last year's annual meeting and took specific actions to address shareholder concerns.
Blueprint Medicines Corporation	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Blueprint Medicines Corporation	06/21/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BM Technologies, Inc.	06/20/2023	Management	1	Yes	Elect Director Luvleen Sidhu	For	For	For	For	WITHHOLD votes are warranted for Brent Hurley, as a governance committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Luvleen Sidhu is warranted.
BM Technologies, Inc.	06/20/2023	Management	2	Yes	Elect Director Brent Hurley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Brent Hurley, as a governance committee member, given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Luvleen Sidhu is warranted.
BM Technologies, Inc.	06/20/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BM Technologies, Inc.	06/20/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
BM Technologies, Inc.	06/20/2023	Management	5	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Boise Cascade Company	05/04/2023	Management	1	Yes	Elect Director Thomas Carlie	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	2	Yes	Elect Director Steven Cooper	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	3	Yes	Elect Director Craig Dawson	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	4	Yes	Elect Director Karen Gowland	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	5	Yes	Elect Director David Hannah	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	6	Yes	Elect Director Mack Hogans	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	7	Yes	Elect Director Amy Humphreys	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	8	Yes	Elect Director Nate Jorgensen	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	9	Yes	Elect Director Kristopher Matula	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	10	Yes	Elect Director Duane McDougall	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	11	Yes	Elect Director Christopher McGowan	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	12	Yes	Elect Director Sue Taylor	For	For	For	For	Votes FOR the director nominees are warranted.
Boise Cascade Company	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Boise Cascade Company	05/04/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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BOK Financial Corp	05/02/2023	Management	1	Yes	Elect Director Alan S. Armstrong	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	2	Yes	Elect Director Steven Bangert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	3	Yes	Elect Director Chester E. Cadieux, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	4	Yes	Elect Director John W. Coffey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	5	Yes	Elect Director Joseph W. Craft, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	6	Yes	Elect Director David F. Griffin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	7	Yes	Elect Director V. Burns Hargis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	8	Yes	Elect Director Douglas D. Hawthorne	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	9	Yes	Elect Director Kimberley D. Henry	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	10	Yes	Elect Director E. Carey Joulilian, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	11	Yes	Elect Director George B. Kaiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	12	Yes	Elect Director Stacy C. Kymes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	13	Yes	Elect Director Stanley A. Lybarger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	14	Yes	Elect Director Steven J. Malcolm	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corp	05/02/2023	Management	15	Yes	Elect Director E.C. Richards	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	16	Yes	Elect Director Claudia San Pedro	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	17	Yes	Elect Director Peggy I. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	18	Yes	Elect Director Michael C. Turpen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	19	Yes	Elect Director Rose M. Washington	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	20	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
BOK Financial Corp	05/02/2023	Management	21	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BOK Financial Corp	05/02/2023	Management	22	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BOK Financial Corp	05/02/2023	Management	23	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Boston Omaha Corporation	05/08/2023	Management	1	Yes	Elect Director Bradford B. Briner	For	For	For	For	WITTHOLD votes are warranted for governance committee members Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure. WITHHOLD votes are further warranted for Vishnu Srinivasan, as nominating committee chairman, for failing to establish gender diversity on the board. A vote FOR remaining director nominees is warranted.
Boston Omaha Corporation	05/08/2023	Management	2	Yes	Elect Director Brendan J. Keating	For	For	For	For	WITTHOLD votes are warranted for governance committee members Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure. WITHHOLD votes are further warranted for Vishnu Srinivasan, as nominating committee chairman, for failing to establish gender diversity on the board. A vote FOR remaining director nominees is warranted.
Boston Omaha Corporation	05/08/2023	Management	3	Yes	Elect Director Frank H. Kenan, II	For	Withhold	Withhold	Withhold	WITTHOLD votes are warranted for governance committee members Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure. WITHHOLD votes are further warranted for Vishnu Srinivasan, as nominating committee chairman, for failing to establish gender diversity on the board. A vote FOR remaining director nominees is warranted.

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Boston Omaha Corporation	05/08/2023	Management	4	Yes	Elect Director Jeffrey C. Royal	For	Withhold	Withhold	Withhold	WITTHOLD votes are warranted for governance committee members Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure. WITHHOLD votes are further warranted for Vishnu Srinivasan, as nominating committee chairman, for failing to establish gender diversity on the board. A vote FOR remaining director nominees is warranted.
Boston Omaha Corporation	05/08/2023	Management	5	Yes	Elect Director Vishnu Srinivasan	For	Withhold	Withhold	Withhold	WITTHOLD votes are warranted for governance committee members Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure. WITHHOLD votes are further warranted for Vishnu Srinivasan, as nominating committee chairman, for failing to establish gender diversity on the board. A vote FOR remaining director nominees is warranted.
Boston Omaha Corporation	05/08/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Boston Omaha Corporation	05/08/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The total compensation of the co-CEOs significantly decreased over the prior year. Annual incentives were based on a pre-set objective measure and no payouts were made to the co-CEOs under the annual incentive plan. However, concerns are raised by the discretionary bonus to the CFO and the lack of a long-term incentive program for the co-CEOs. Shareholders should continue to monitor the company pay practices as well as the company's co-CEO structure as it may result in additional costs.
Box, Inc.	06/27/2023	Management	1	Yes	Elect Director Sue Barsamian	For	Against	Against	Against	A vote AGAINST incumbent director nominees Susan (Sue) Barsamian, Jack Lazar, and John Park is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote AGAINST director nominees Susan (Sue) Barsamian, Jack Lazar, and John Park is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Box, Inc.	06/27/2023	Management	2	Yes	Elect Director Jack Lazar	For	Against	Against	Against	A vote AGAINST incumbent director nominees Susan (Sue) Barsamian, Jack Lazar, and John Park is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote AGAINST director nominees Susan (Sue) Barsamian, Jack Lazar, and John Park is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Box, Inc.	06/27/2023	Management	3	Yes	Elect Director John Park	For	Against	Against	Against	A vote AGAINST incumbent director nominees Susan (Sue) Barsamian, Jack Lazar, and John Park is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote AGAINST director nominees Susan (Sue) Barsamian, Jack Lazar, and John Park is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Box, Inc.	06/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Box, Inc.	06/27/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Boyd Gaming Corporation	05/04/2023	Management	1	Yes	Elect Director John R. Bailey	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	2	Yes	Elect Director William R. Boyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	3	Yes	Elect Director Marianne Boyd Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	4	Yes	Elect Director Keith E. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	5	Yes	Elect Director Christine J. Spadafor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	6	Yes	Elect Director A. Randall Thoman	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	7	Yes	Elect Director Peter M. Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	8	Yes	Elect Director Paul W. Whetsell	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boyd Gaming Corporation	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.

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Boyd Gaming Corporation	05/04/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bread Financial Holdings, Inc.	05/16/2023	Management	1	Yes	Elect Director Ralph J. Andretta	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/16/2023	Management	2	Yes	Elect Director Roger H. Ballou	For	For	Against	Against	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/16/2023	Management	3	Yes	Elect Director John C. Gerspach, Jr.	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/16/2023	Management	4	Yes	Elect Director Rajesh Natarajan	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/16/2023	Management	5	Yes	Elect Director Timothy J. Theriault	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/16/2023	Management	6	Yes	Elect Director Laurie A. Tucker	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/16/2023	Management	7	Yes	Elect Director Sharen J. Turney	For	For	For	For	Votes AGAINST Roger Ballou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bread Financial Holdings, Inc.	05/16/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the CEO's bonus opportunities were increased, annual incentives were primarily determined by pre-set objective metrics and the disclosure around performance goals and actual results improved. In addition, a majority of long-term incentives were performance conditioned, and although PBRSUs are measured annually, this concern is partially mitigated given that results are averaged at the end of a multi-year period. Further, the company provided enhanced disclosure of prior- and current-cycle PBRSUs, though shareholders would benefit from forward-looking target goals as well.
Bread Financial Holdings, Inc.	05/16/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bread Financial Holdings, Inc.	05/16/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bridgewater Bancshares, Inc.	04/25/2023	Management	1	Yes	Elect Director David B. Juran	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Juran, Thomas (Tom) Trutna and Todd Urness are warranted for lack of a majority independent board. WITHHOLD votes for David Juran, Thomas (Tom) Trutna and Todd Urness are also warranted for serving as non-independent members of a key board committee.
Bridgewater Bancshares, Inc.	04/25/2023	Management	2	Yes	Elect Director Thomas P. Trutna	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Juran, Thomas (Tom) Trutna and Todd Urness are warranted for lack of a majority independent board. WITHHOLD votes for David Juran, Thomas (Tom) Trutna and Todd Urness are also warranted for serving as non-independent members of a key board committee.

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Bridgewater Bancshares, Inc.	04/25/2023	Management	3	Yes	Elect Director Todd B. Urness	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Juran, Thomas (Tom) Trutna and Todd Urness are warranted for lack of a majority independent board. WITHHOLD votes for David Juran, Thomas (Tom) Trutna and Todd Urness are also warranted for serving as non-independent members of a key board committee.
Bridgewater Bancshares, Inc.	04/25/2023	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Bridgewater Bancshares, Inc.	04/25/2023	Management	5	Yes	Change Range for Size of the Board	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is relatively minor and that it is not motivated by a desire to entrench management.
Bridgewater Bancshares, Inc.	04/25/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is also warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bridgewater Bancshares, Inc.	04/25/2023	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	1	Yes	Elect Director Stephen H. Kramer	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Kramer and Sara Lawrence-Lightfoot are warranted for lack of a majority independent board. Votes AGAINST Sara Lawrence-Lightfoot are also warranted for serving as a non-independent member of a key board committee. A vote FOR Cathy E. Minehan is warranted.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	2	Yes	Elect Director Sara Lawrence-Lightfoot	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Kramer and Sara Lawrence-Lightfoot are warranted for lack of a majority independent board. Votes AGAINST Sara Lawrence-Lightfoot are also warranted for serving as a non-independent member of a key board committee. A vote FOR Cathy E. Minehan is warranted.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	3	Yes	Elect Director Cathy E. Minehan	For	For	For	For	Votes AGAINST non-independent nominees Stephen Kramer and Sara Lawrence-Lightfoot are warranted for lack of a majority independent board. Votes AGAINST Sara Lawrence-Lightfoot are also warranted for serving as a non-independent member of a key board committee. A vote FOR Cathy E. Minehan is warranted.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brightcove Inc.	05/10/2023	Management	1	Yes	Elect Director Marc DeBevoise	For	For	For	For	A vote FOR all director nominees is warranted.
Brightcove Inc.	05/10/2023	Management	2	Yes	Elect Director Tsedal Neeley	For	For	For	For	A vote FOR all director nominees is warranted.
Brightcove Inc.	05/10/2023	Management	3	Yes	Elect Director Thomas E. Wheeler	For	For	For	For	A vote FOR all director nominees is warranted.
Brightcove Inc.	05/10/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brightcove Inc.	05/10/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Brightcove Inc.	05/10/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 29.61 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Brighthouse Financial, Inc.	06/08/2023	Management	1	Yes	Elect Director Philip V. (Phil) Bancroft	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	2	Yes	Elect Director Irene Chang Britt	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	3	Yes	Elect Director C. Edward (Chuck) Chaplin	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	4	Yes	Elect Director Stephen C. (Steve) Hooley	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	5	Yes	Elect Director Carol D. Juel	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	6	Yes	Elect Director Eileen A. Mallesch	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	7	Yes	Elect Director Diane E. Offereins	For	For	For	For	A vote FOR all director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BrightHouse Financial, Inc.	06/08/2023	Management	8	Yes	Elect Director Eric T. Steigerwalt	For	For	For	For	A vote FOR all director nominees is warranted.
BrightHouse Financial, Inc.	06/08/2023	Management	9	Yes	Elect Director Paul M. Wetzel	For	For	For	For	A vote FOR all director nominees is warranted.
BrightHouse Financial, Inc.	06/08/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
BrightHouse Financial, Inc.	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
BrightHouse Financial, Inc.	06/08/2023	Management	12	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
BrightHouse Financial, Inc.	06/08/2023	Management	13	Yes	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
BrightSphere Investment Group Inc.	06/07/2023	Management	1	Yes	Elect Director Robert J. Chersi	For	For	For	For	A vote FOR all director nominees is warranted.
BrightSphere Investment Group Inc.	06/07/2023	Management	2	Yes	Elect Director Andrew Kim	For	For	For	For	A vote FOR all director nominees is warranted.
BrightSphere Investment Group Inc.	06/07/2023	Management	3	Yes	Elect Director John A. Paulson	For	For	For	For	A vote FOR all director nominees is warranted.
BrightSphere Investment Group Inc.	06/07/2023	Management	4	Yes	Elect Director Barbara Trebbi	For	For	For	For	A vote FOR all director nominees is warranted.
BrightSphere Investment Group Inc.	06/07/2023	Management	5	Yes	Elect Director Suren Rana	For	For	For	For	A vote FOR all director nominees is warranted.
BrightSphere Investment Group Inc.	06/07/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BrightSphere Investment Group Inc.	06/07/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BrightView Holdings, Inc.	03/07/2023	Management	1	Yes	Elect Director James R. Abrahamson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/07/2023	Management	2	Yes	Elect Director Jane Okun Bomba	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/07/2023	Management	3	Yes	Elect Director William Cornog	For	For	For	For	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.

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BrightView Holdings, Inc.	03/07/2023	Management	4	Yes	Elect Director Frank Lopez	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/07/2023	Management	5	Yes	Elect Director Andrew V. Masterman	For	For	For	For	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/07/2023	Management	6	Yes	Elect Director Paul E. Raether	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/07/2023	Management	7	Yes	Elect Director Richard W. Roedel	For	For	For	For	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.

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BrightView Holdings, Inc.	03/07/2023	Management	8	Yes	Elect Director Mara Swan	For	Withhold	Withhold	Withhold	WITHHOLD votes for Paul Raether are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Jane Okun Bomba are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Paul Raether, James (Jim) Abrahamson, Frank Lopez, and Mara Swan are warranted due to the unmitigated pay for performance misalignment. A vote FOR the remaining director nominees is warranted.
BrightView Holdings, Inc.	03/07/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BrightView Holdings, Inc.	03/07/2023	Management	10	Yes	Amend Certificate of Incorporation to Provide for the Elimination or Limitation of Monetary Liability of Specified Executive Officers for Breach of the Duty Care	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
Bristow Group Inc.	06/07/2023	Management	1	Yes	Elect Director Christopher S. Bradshaw	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	2	Yes	Elect Director Lorin L. Brass	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	3	Yes	Elect Director Wesley E. Kern	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	4	Yes	Elect Director Robert J. Manzo	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	5	Yes	Elect Director G. Mark Mickelson	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	6	Yes	Elect Director Maryanne Miller	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	7	Yes	Elect Director Christopher Pucillo	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	8	Yes	Elect Director Brian D. Truelove	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	06/07/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Bristow Group Inc.	06/07/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for single-trigger vesting of awards in the event of a change-in-control; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Bristow Group Inc.	06/07/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bristow Group Inc.	06/07/2023	Management	12	Yes	Please Mark FOR if the Stock Owned of Record or Beneficially by You is Owned and Controlled ONLY by U.S. Citizens or Mark Against if Such Stock is Owned or Controlled by Any Person Who is NOT a U.S. Citizen.	None	Refer	Refer	For	A REFER recommendation is warranted given that shareholders need to evaluate this item based on their circumstances.

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Broadwind, Inc.	05/23/2023	Management	3	Yes	Elect Management Nominee Director Eric B. Blashford	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Management	4	Yes	Elect Management Nominee Director Philip J. Christman	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Management	5	Yes	Elect Management Nominee Director Jeanette A. Press	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Management	6	Yes	Elect Management Nominee Director David P. Reiland	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Management	7	Yes	Elect Management Nominee Director Sachin M. Shivaram	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Management	8	Yes	Elect Management Nominee Director Thomas A. Wagner	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Management	9	Yes	Elect Management Nominee Director Cary B. Wood	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Shareholder	10	Yes	Elect Dissident Nominee Director Ryan Bogenschneider	Withhold	Withhold	Withhold	Withhold	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Shareholder	11	Yes	Elect Dissident Nominee Director Christine M. Candela	Withhold	Withhold	Withhold	Withhold	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Shareholder	12	Yes	Elect Dissident Nominee Director James M. Robinson, IV	Withhold	Withhold	Withhold	Withhold	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Broadwind, Inc.	05/23/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Both annual and long-term incentives were predominately performance based, though a concern is noted regarding the lack of forward-looking goal disclosure for performance equity. Moreover, pay and performance were reasonably aligned for the year in review.
Broadwind, Inc.	05/23/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Broadwind, Inc.	05/23/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Broadwind, Inc.	05/23/2023	Management	16	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Broadwind, Inc.	05/23/2023	Shareholder	19	Yes	Elect Dissident Nominee Director Ryan Bogenschneider	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Shareholder	20	Yes	Elect Dissident Nominee Director Christine M. Candela	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Shareholder	21	Yes	Elect Dissident Nominee Director James M. Robinson, IV	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	22	Yes	Elect Management Nominee Director Eric B. Blashford	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	23	Yes	Elect Management Nominee Director Philip J. Christman	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	24	Yes	Elect Management Nominee Director Jeanette A. Press	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	25	Yes	Elect Management Nominee Director Sachin Shivanan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	26	Yes	Elect Management Nominee Director David P. Reiland	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	27	Yes	Elect Management Nominee Director Thomas A. Wagner	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	28	Yes	Elect Management Nominee Director Cary B. Wood	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	29	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.

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Broadwind, Inc.	05/23/2023	Management	30	Yes	Advisory Vote on Say on Pay Frequency	One Year	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	31	Yes	Amend Omnibus Stock Plan	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Broadwind, Inc.	05/23/2023	Management	32	Yes	Ratify RSM US LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Brookdale Senior Living Inc.	06/20/2023	Management	1	Yes	Elect Director Jordan R. Asher	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	2	Yes	Elect Director Lucinda M. Baier	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	3	Yes	Elect Director Marcus E. Bromley	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	4	Yes	Elect Director Frank M. Bumstead	For	For	Against	Against	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	5	Yes	Elect Director Victoria L. Freed	For	Against	Against	Against	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	6	Yes	Elect Director Guy P. Sansone	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	7	Yes	Elect Director Denise W. Warren	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	8	Yes	Elect Director Lee S. Wielansky	For	For	For	For	Votes AGAINST Frank Bumstead are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Victoria Freed are warranted for failing to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Brookdale Senior Living Inc.	06/20/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are raised by the long-term incentive's use of predominantly annual performance periods and a relative TSR metric targeting merely median performance, LTI awards are half performance-vesting and annual incentives appear sufficiently performance based.
Brookdale Senior Living Inc.	06/20/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brookdale Senior Living Inc.	06/20/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Brookline Bancorp, Inc.	05/10/2023	Management	1	Yes	Elect Director Margaret Boles Fitzgerald	For	For	For	For	Votes AGAINST non-independent nominees Bogdan Nowak, Merrill Sherman and Peter Wilde are warranted for lack of a majority independent board. Votes AGAINST Bogdan Nowak are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret Boles Fitzgerald is warranted.
Brookline Bancorp, Inc.	05/10/2023	Management	2	Yes	Elect Director Bogdan Nowak	For	For	Against	Against	Votes AGAINST non-independent nominees Bogdan Nowak, Merrill Sherman and Peter Wilde are warranted for lack of a majority independent board. Votes AGAINST Bogdan Nowak are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret Boles Fitzgerald is warranted.
Brookline Bancorp, Inc.	05/10/2023	Management	3	Yes	Elect Director Merrill W. Sherman	For	For	Against	Against	Votes AGAINST non-independent nominees Bogdan Nowak, Merrill Sherman and Peter Wilde are warranted for lack of a majority independent board. Votes AGAINST Bogdan Nowak are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret Boles Fitzgerald is warranted.
Brookline Bancorp, Inc.	05/10/2023	Management	4	Yes	Elect Director Peter O. Wilde	For	For	Against	Against	Votes AGAINST non-independent nominees Bogdan Nowak, Merrill Sherman and Peter Wilde are warranted for lack of a majority independent board. Votes AGAINST Bogdan Nowak are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret Boles Fitzgerald is warranted.
Brookline Bancorp, Inc.	05/10/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brookline Bancorp, Inc.	05/10/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.
Brookline Bancorp, Inc.	05/10/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brunswick Corporation	05/03/2023	Management	1	Yes	Elect Director Nancy E. Cooper	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	2	Yes	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	3	Yes	Elect Director Reginald Fils-Aime	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	4	Yes	Elect Director Lauren P. Flaherty	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	5	Yes	Elect Director David M. Foulkes	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	6	Yes	Elect Director Joseph W. McClanathan	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	7	Yes	Elect Director David V. Singer	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Brunswick Corporation	05/03/2023	Management	8	Yes	Elect Director J. Steven Whisler	For	For	Against	Against	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	9	Yes	Elect Director Roger J. Wood	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	10	Yes	Elect Director MaryAnn Wright	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	11	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Brunswick Corporation	05/03/2023	Management	12	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted, as the proposed charter amendments are meant to clarify and streamline the charter and will not adversely impact shareholder rights.
Brunswick Corporation	05/03/2023	Management	13	Yes	Amend Charter	For	For	For	For	A vote FOR this proposal is warranted as it would remove outdated language in the company's charter without adversely impacting shareholder rights.
Brunswick Corporation	05/03/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Brunswick Corporation	05/03/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brunswick Corporation	05/03/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Brunswick Corporation	05/03/2023	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Build-A-Bear Workshop, Inc.	06/08/2023	Management	1	Yes	Elect Director Narayan Iyengar	For	For	For	For	A vote FOR all director nominees is warranted.
Build-A-Bear Workshop, Inc.	06/08/2023	Management	2	Yes	Elect Director Lesli Rotenberg	For	For	For	For	A vote FOR all director nominees is warranted.
Build-A-Bear Workshop, Inc.	06/08/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Build-A-Bear Workshop, Inc.	06/08/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the company demonstrated only limited responsiveness following last year's low say-on-pay support.
Build-A-Bear Workshop, Inc.	06/08/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Build-A-Bear Workshop, Inc.	06/08/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Build-A-Bear Workshop, Inc.	06/08/2023	Management	7	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Bumble Inc.	06/06/2023	Management	1	Yes	Elect Director R. Lynn Atchison	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Amy Griffin given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.

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Bumble Inc.	06/06/2023	Management	2	Yes	Elect Director Matthew S. Bromberg	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Amy Griffin given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Bumble Inc.	06/06/2023	Management	3	Yes	Elect Director Amy M. Griffin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee member Amy Griffin given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Bumble Inc.	06/06/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Bumble Inc.	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Modifications to previously granted performance-based equity awards to include a time-vesting component undermines a pay-for-performance philosophy and contributed to a misalignment between executive pay and company performance during the year in review. Additionally, the company's regular annual equity awards remain entirely time-based.
Bumble Inc.	06/06/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BWX Technologies, Inc.	05/03/2023	Management	1	Yes	Elect Director Jan A. Bertsch	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	2	Yes	Elect Director Gerhard F. Burbach	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	3	Yes	Elect Director Rex D. Geveden	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	4	Yes	Elect Director James M. Jaska	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	5	Yes	Elect Director Kenneth J. Krieg	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	6	Yes	Elect Director Leland D. Melvin	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	7	Yes	Elect Director Robert L. Nardelli	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	8	Yes	Elect Director Barbara A. Niland	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	9	Yes	Elect Director John M. Richardson	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BWX Technologies, Inc.	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BWX Technologies, Inc.	05/03/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Byline Bancorp, Inc.	06/06/2023	Management	1	Yes	Elect Director Roberto R. Herencia	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	2	Yes	Elect Director Phillip R. Cabrera	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	3	Yes	Elect Director Antonio del Valle Perochena	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	4	Yes	Elect Director Mary Jo S. Herseth	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	5	Yes	Elect Director Margarita Hugues Velez	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	6	Yes	Elect Director Steven P. Kent	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	7	Yes	Elect Director William G. Kistner	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	8	Yes	Elect Director Alberto J. Paracchini	For	For	For	For	Votes FOR all director nominees are warranted.
Byline Bancorp, Inc.	06/06/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Byline Bancorp, Inc.	06/06/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Byline Bancorp, Inc.	06/06/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Byline Bancorp, Inc.	06/06/2023	Management	12	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
C&F Financial Corporation	04/18/2023	Management	1	Yes	Elect Director Julie R. Agnew	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas (Tom) Cherry and J. P. Causey Jr. are warranted for lack of a majority independent board. WITHHOLD votes for J. P. Causey Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/18/2023	Management	2	Yes	Elect Director J. P. Causey, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas (Tom) Cherry and J. P. Causey Jr. are warranted for lack of a majority independent board. WITHHOLD votes for J. P. Causey Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/18/2023	Management	3	Yes	Elect Director Thomas F. Cherry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas (Tom) Cherry and J. P. Causey Jr. are warranted for lack of a majority independent board. WITHHOLD votes for J. P. Causey Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/18/2023	Management	4	Yes	Elect Director George R. Sisson, III	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas (Tom) Cherry and J. P. Causey Jr. are warranted for lack of a majority independent board. WITHHOLD votes for J. P. Causey Jr. are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
C&F Financial Corporation	04/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
C&F Financial Corporation	04/18/2023	Management	6	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cabot Corporation	03/09/2023	Management	1	Yes	Elect Director Juan Enriquez	For	For	Against	Against	Votes AGAINST Juan Enriquez-Cabot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/09/2023	Management	2	Yes	Elect Director Sean D. Keohane	For	For	For	For	Votes AGAINST Juan Enriquez-Cabot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/09/2023	Management	3	Yes	Elect Director William C. Kirby	For	For	For	For	Votes AGAINST Juan Enriquez-Cabot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/09/2023	Management	4	Yes	Elect Director Raffiq Nathoo	For	For	For	For	Votes AGAINST Juan Enriquez-Cabot are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cabot Corporation	03/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Cabot Corporation	03/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cabot Corporation	03/09/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Cactus, Inc.	05/16/2023	Management	1	Yes	Elect Director Scott Bender	For	For	For	For	WITHHOLD votes for governance committee member chair Gary Rosenthal are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. WITHHOLD votes for governance committee chair Gary Rosenthal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted at this time.
Cactus, Inc.	05/16/2023	Management	2	Yes	Elect Director Gary Rosenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee member chair Gary Rosenthal are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. WITHHOLD votes for governance committee chair Gary Rosenthal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted at this time.
Cactus, Inc.	05/16/2023	Management	3	Yes	Elect Director Bruce Rothstein	For	For	For	For	WITHHOLD votes for governance committee member chair Gary Rosenthal are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. WITHHOLD votes for governance committee chair Gary Rosenthal are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted at this time.
Cactus, Inc.	05/16/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cactus, Inc.	05/16/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cadence Bank	04/26/2023	Management	1	Yes	Elect Director Deborah M. Cannon	For	For	For	For	WITHHOLD votes for Warren Hood Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Thomas Stanton are warranted due to the compensation committee's poor responsiveness to last year's low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/26/2023	Management	2	Yes	Elect Director Warren A. Hood, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Warren Hood Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Thomas Stanton are warranted due to the compensation committee's poor responsiveness to last year's low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

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Cadence Bank	04/26/2023	Management	3	Yes	Elect Director Precious W. Owodunni	For	For	For	For	WITHHOLD votes for Warren Hood Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Thomas Stanton are warranted due to the compensation committee's poor responsiveness to last year's low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/26/2023	Management	4	Yes	Elect Director Thomas R. Stanton	For	Withhold	Withhold	Withhold	WITHHOLD votes for Warren Hood Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Thomas Stanton are warranted due to the compensation committee's poor responsiveness to last year's low say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
Cadence Bank	04/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There is some concern surrounding median target setting for certain PSU metrics and a reduction in performance share weighting. However, CEO pay declined substantially following last year's one-time retention and integration awards, and the annual and long-term incentives were entirely based on objective metrics with forward-looking disclosure of goals. Accordingly, the quantitative pay-for-performance misalignment is mitigated. However, a vote AGAINST this proposal is warranted, as the compensation committee demonstrated poor responsiveness to last year's low say-on-pay vote. Although the proxy provides some details about meetings with shareholders, certain engagement details are lacking. Further, the proxy does not disclose any specific shareholder feedback, which makes it impossible to ascertain what actions would be responsive to shareholders' concerns as evidenced by last year's low say-on-pay vote result.
Cadence Bank	04/26/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cadence Bank	04/26/2023	Management	7	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Calavo Growers, Inc.	04/26/2023	Management	1	Yes	Elect Director Farha Aslam	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	2	Yes	Elect Director Marc L. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	3	Yes	Elect Director Michael A. DiGregorio	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Calavo Growers, Inc.	04/26/2023	Management	4	Yes	Elect Director James Helin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	5	Yes	Elect Director Steven Hollister	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	6	Yes	Elect Director Kathleen M. Holmgren	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	7	No	Elect Director Brian Kocher *Withdrawn*					WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	8	Yes	Elect Director J. Link Leavens	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	9	Yes	Elect Director Adriana Mendizabal	For	For	For	For	WITHHOLD votes for non-independent nominees Steven (Steve) Hollister, Marc Brown, James Helin and J. Link Leavens are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Marc Brown and James Helin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Calavo Growers, Inc.	04/26/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Calavo Growers, Inc.	04/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Caledonia Mining Corporation Plc	05/09/2023	Management	1	Yes	Re-elect Leigh Wilson as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	2	Yes	Re-elect Steven Curtis as Director	For	For	Against	Against	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Caledonia Mining Corporation Plc	05/09/2023	Management	3	Yes	Re-elect Mark Learmonth as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	4	Yes	Re-elect John Kelly as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	5	Yes	Re-elect Johan Holtzhausen as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	6	Yes	Re-elect Dana Roets as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	7	Yes	Re-elect Nick Clarke as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	8	Yes	Re-elect Geralda Wildschutt as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	9	Yes	Elect Gordon Wylie as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	10	Yes	Elect Victor Gapare as Director	For	For	For	For	Votes AGAINST Steven (Steve) Curtis are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Caledonia Mining Corporation Plc	05/09/2023	Management	11	Yes	Ratify BDO South Africa Inc as Auditors and Authorise Their Remuneration	For	For	For	For	A vote FOR this item is warranted as the company's non-audit fees are less than 25 percent.
Caledonia Mining Corporation Plc	05/09/2023	Management	12	Yes	Re-elect Johan Holtzhausen as Member of the Audit Committee	For	For	For	For	A vote FOR the re-election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/09/2023	Management	13	Yes	Re-elect John Kelly as Member of the Audit Committee	For	For	For	For	A vote FOR the re-election of these Directors is warranted because no significant concerns have been identified.
Caledonia Mining Corporation Plc	05/09/2023	Management	14	Yes	Re-elect Geralda Wildschutt as Member of the Audit Committee	For	For	For	For	A vote FOR the re-election of these Directors is warranted because no significant concerns have been identified.
California First Leasing Corporation	01/31/2023	Management	1	Yes	Elect Director Patrick E. Paddon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for the lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are further warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest.

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California First Leasing Corporation	01/31/2023	Management	2	Yes	Elect Director Glen T. Tsuma	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for the lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are further warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest.
California First Leasing Corporation	01/31/2023	Management	3	Yes	Elect Director Michael H. Lowry	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for the lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are further warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest.
California First Leasing Corporation	01/31/2023	Management	4	Yes	Elect Director Harris Ravine	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for the lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are further warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest.

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California First Leasing Corporation	01/31/2023	Management	5	Yes	Elect Director Danilo Cacciamatta	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for the lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are further warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest.
California First Leasing Corporation	01/31/2023	Management	6	Yes	Elect Director Robert W. Kelley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Paddon, Danilo Cacciamatta, Michael Lowry, Harris Ravine and Glen Tsuma are warranted for the lack of a majority independent board and for the company's lack of formal compensation and nominating committees. WITHHOLD votes for Danilo Cacciamatta, Michael Lowry and Harris Ravine are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent Audit Committee members Danilo Cacciamatta, Robert Kelley, Michael Lowry, and Harris Ravine are further warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest.
California Resources Corporation	04/28/2023	Management	1	Yes	Elect Director Andrew B. Bremner	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	2	Yes	Elect Director Tiffany (TJ) Thom Cepak	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	3	Yes	Elect Director James N. Chapman	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	4	Yes	Elect Director Francisco J. Leon	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	5	Yes	Elect Director Mark A. (Mac) McFarland	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	6	Yes	Elect Director Nicole Neeman Brady	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	7	Yes	Elect Director Julio M. Quintana	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	8	Yes	Elect Director William B. Roby	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	9	Yes	Elect Director Alejandra (Ale) Veltmann	For	For	For	For	A vote FOR all director nominees is warranted.
California Resources Corporation	04/28/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
California Resources Corporation	04/28/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. The CEO's pay significantly decreased given that no equity awards were granted and short-term incentives are primarily performance-based.
California Resources Corporation	04/28/2023	Management	12	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
California Water Service Group	05/31/2023	Management	1	Yes	Elect Director Gregory E. Aliff	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	2	Yes	Elect Director Shelly M. Esque	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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California Water Service Group	05/31/2023	Management	3	Yes	Elect Director Martin A. Kropelnicki	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	4	Yes	Elect Director Thomas M. Krummel	For	For	Against	Against	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	5	Yes	Elect Director Yvonne (Bonnie) A. Maldonado	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	6	Yes	Elect Director Scott L. Morris	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	7	Yes	Elect Director Carol M. Pottenger	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	8	Yes	Elect Director Lester A. Snow	For	For	Against	Against	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	9	Yes	Elect Director Patricia K. Wagner	For	For	For	For	Votes AGAINST Thomas Krummel and Lester Snow are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
California Water Service Group	05/31/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
California Water Service Group	05/31/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
California Water Service Group	05/31/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
California Water Service Group	05/31/2023	Management	13	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
California Water Service Group	05/31/2023	Shareholder	14	Yes	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as adopting GHG emissions targets aligned with the Paris Agreement Goal will help the company manage climate change related risks, as well as help the company align with regulatory expectations in California and Hawaii to be carbon-neutral by 2045.
Calix, Inc.	05/11/2023	Management	1	Yes	Elect Director Kathleen Crusco	For	For	For	For	A vote FOR the director nominees is warranted.
Calix, Inc.	05/11/2023	Management	2	Yes	Elect Director Carl Russo	For	For	For	For	A vote FOR the director nominees is warranted.
Calix, Inc.	05/11/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.75 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Calix, Inc.	05/11/2023	Management	4	Yes	Amend Nonqualified Employee Stock Purchase Plan	For	Against	Against	Against	Given that the matching contribution exceeds 25 percent of employees' contributions, this proposal is evaluated as an equity compensation plan. A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.47 percent is excessive; and * The equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.

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Calix, Inc.	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STI and LTI programs grant awards entirely based on pre-set financial performance metrics, the annual equity grant is based on performance over a single annual performance period, raising concerns regarding the pay program's relatively short-term focus. Moreover, executives' FY22 equity awards were majority time-vesting as a result of significant off-cycle equity awards granted in entirely time-based stock options, undermining the program's link between pay and performance as well as raising concerns regarding the magnitude of total compensation for multiple NEOs. Finally, the CEO received a promotional award entirely in time-vested equity. Promotional awards are exceedingly rare, and large grants that lack any pre-set performance criteria are disfavored by investors.
Calix, Inc.	05/11/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Calix, Inc.	05/11/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Callon Petroleum Company	04/26/2023	Management	1	Yes	Elect Director Matthew R. Bob	For	For	For	For	WITHHOLD votes for Anthony Nocchiero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Callon Petroleum Company	04/26/2023	Management	2	Yes	Elect Director James E. Craddock	For	For	For	For	WITHHOLD votes for Anthony Nocchiero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Callon Petroleum Company	04/26/2023	Management	3	Yes	Elect Director Anthony J. Nocchiero	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Nocchiero are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Callon Petroleum Company	04/26/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Callon Petroleum Company	04/26/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Callon Petroleum Company	04/26/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Cambium Networks Corporation	06/06/2023	Management	1	Yes	Elect Director Atul Bhatnagar	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Atul Bhatnagar and Alexander (Alex) Slusky are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Alexander (Alex) Slusky are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Alexander (Alex) Slusky are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Atul Bhatnagar and Alexander (Alex) Slusky are warranted, in the absence of a nominating committee, for failing to establish gender diversity on the board.

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Cambium Networks Corporation	06/06/2023	Management	2	Yes	Elect Director Alexander R. Slusky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Atul Bhatnagar and Alexander (Alex) Slusky are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Alexander (Alex) Slusky are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Alexander (Alex) Slusky are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Atul Bhatnagar and Alexander (Alex) Slusky are warranted, in the absence of a nominating committee, for failing to establish gender diversity on the board.
Cambium Networks Corporation	06/06/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Cambridge Bancorp	05/15/2023	Management	1	Yes	Elect Director Christine Fuchs	For	For	For	For	WITHHOLD votes for Leon Palandjian and Jane Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cambridge Bancorp	05/15/2023	Management	2	Yes	Elect Director Pamela A. Hamlin	For	For	For	For	WITHHOLD votes for Leon Palandjian and Jane Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cambridge Bancorp	05/15/2023	Management	3	Yes	Elect Director Daniel R. Morrison	For	For	For	For	WITHHOLD votes for Leon Palandjian and Jane Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cambridge Bancorp	05/15/2023	Management	4	Yes	Elect Director Leon A. Palandjian	For	For	Withhold	Withhold	WITHHOLD votes for Leon Palandjian and Jane Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cambridge Bancorp	05/15/2023	Management	5	Yes	Elect Director Laila S. Partridge	For	For	For	For	WITHHOLD votes for Leon Palandjian and Jane Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cambridge Bancorp	05/15/2023	Management	6	Yes	Elect Director Jane C. Walsh	For	Withhold	Withhold	Withhold	WITHHOLD votes for Leon Palandjian and Jane Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cambridge Bancorp	05/15/2023	Management	7	Yes	Elect Director Andargachew S. Zelleke	For	For	For	For	WITHHOLD votes for Leon Palandjian and Jane Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cambridge Bancorp	05/15/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Cambridge Bancorp	05/15/2023	Management	9	Yes	Ratify Wolf & Company, P.C. LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Camden National Corporation	05/23/2023	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Camden National Corporation	05/23/2023	Management	2	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Camden National Corporation	05/23/2023	Management	3	Yes	Elect Director Rebecca K. Hatfield	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/23/2023	Management	4	Yes	Elect Director Robert D. Merrill	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/23/2023	Management	5	Yes	Elect Director Robin A. Sawyer	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/23/2023	Management	6	Yes	Elect Director Lawrence J. Sterrs	For	For	For	For	A vote FOR all director nominees is warranted.
Camden National Corporation	05/23/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Camden National Corporation	05/23/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Camden National Corporation	05/23/2023	Management	9	Yes	Ratify RSM US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Camping World Holdings, Inc.	05/19/2023	Management	1	Yes	Elect Director Mary J. George	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Mary George and Kent Dillon Schickli are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the problematic capital structure, each of which adversely impacts shareholder rights.
Camping World Holdings, Inc.	05/19/2023	Management	2	Yes	Elect Director K. Dillon Schickli	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Mary George and Kent Dillon Schickli are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the problematic capital structure, each of which adversely impacts shareholder rights.
Camping World Holdings, Inc.	05/19/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Camping World Holdings, Inc.	05/19/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Camping World Holdings, Inc.	05/19/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cannae Holdings, Inc.	06/21/2023	Management	1	Yes	Elect Director Hugh R. Harris	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Hugh Harris given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. WITHHOLD votes are further warranted for Compensation Committee member Hugh Harris due to the consecutive years of high director pay and due to the participation of the non-executive chairman in a performance-based incentive program. A vote FOR the remaining director nominees is warranted.
Cannae Holdings, Inc.	06/21/2023	Management	2	Yes	Elect Director C. Malcolm Holland	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Hugh Harris given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. WITHHOLD votes are further warranted for Compensation Committee member Hugh Harris due to the consecutive years of high director pay and due to the participation of the non-executive chairman in a performance-based incentive program. A vote FOR the remaining director nominees is warranted.
Cannae Holdings, Inc.	06/21/2023	Management	3	Yes	Elect Director Mark D. Linehan	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Hugh Harris given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. WITHHOLD votes are further warranted for Compensation Committee member Hugh Harris due to the consecutive years of high director pay and due to the participation of the non-executive chairman in a performance-based incentive program. A vote FOR the remaining director nominees is warranted.
Cannae Holdings, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company provides the portion of the management fee allocated to NEOs compensated by the manager, the breakdown of fixed and variable pay, and indicates that the manager uses discretion in determining the NEOs' variable pay. This information enables shareholders to make a reasonable assessment of executive pay.

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Cannae Holdings, Inc.	06/21/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Capital Bancorp, Inc.	05/18/2023	Management	1	Yes	Elect Director Jerome R. Bailey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Schwartz and James Whalen are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Steven Schwartz, Jerome Bailey, and James Whalen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Steven Schwartz and James Whalen are warranted due to the company's problematic pay practices, including the single-trigger equity vesting acceleration upon a change-in-control, absence of risk-mitigating policies, and lack of disclosure on performance goals.
Capital Bancorp, Inc.	05/18/2023	Management	2	Yes	Elect Director Steven J. Schwartz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Schwartz and James Whalen are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Steven Schwartz, Jerome Bailey, and James Whalen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Steven Schwartz and James Whalen are warranted due to the company's problematic pay practices, including the single-trigger equity vesting acceleration upon a change-in-control, absence of risk-mitigating policies, and lack of disclosure on performance goals.
Capital Bancorp, Inc.	05/18/2023	Management	3	Yes	Elect Director James F. Whalen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Schwartz and James Whalen are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Steven Schwartz, Jerome Bailey, and James Whalen are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Steven Schwartz and James Whalen are warranted due to the company's problematic pay practices, including the single-trigger equity vesting acceleration upon a change-in-control, absence of risk-mitigating policies, and lack of disclosure on performance goals.
Capital Bancorp, Inc.	05/18/2023	Management	4	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted given that a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
Capital Bancorp, Inc.	05/18/2023	Management	5	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement for certain charter amendments enhances shareholder rights.
Capital Bancorp, Inc.	05/18/2023	Management	6	Yes	Ratify Elliott Davis, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Capital City Bank Group, Inc.	04/25/2023	Management	1	Yes	Elect Director Robert Antoine	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	2	Yes	Elect Director Thomas A. Barron	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	3	Yes	Elect Director William F. Butler	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	4	Yes	Elect Director Stanley W. Connally, Jr.	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	5	Yes	Elect Director Marshall M. Criser, III	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	6	Yes	Elect Director Kimberly Crowell	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	7	Yes	Elect Director Bonnie Davenport	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	8	Yes	Elect Director William Eric Grant	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	9	Yes	Elect Director Laura L. Johnson	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	10	Yes	Elect Director John G. Sample, Jr.	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	11	Yes	Elect Director William G. Smith, Jr.	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	12	Yes	Elect Director Ashbel C. Williams	For	For	For	For	WITHHOLD votes for Bonnie Davenport are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital City Bank Group, Inc.	04/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Capital City Bank Group, Inc.	04/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Capital City Bank Group, Inc.	04/25/2023	Management	15	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Capitol Federal Financial, Inc.	01/24/2023	Management	1	Yes	Elect Director Michel' Philipp Cole	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Johnson and Michael McCoy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Michel Philipp Cole is warranted.
Capitol Federal Financial, Inc.	01/24/2023	Management	2	Yes	Elect Director Jeffrey M. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Johnson and Michael McCoy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Michel Philipp Cole is warranted.

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Capitol Federal Financial, Inc.	01/24/2023	Management	3	Yes	Elect Director Michael T. McCoy	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Johnson and Michael McCoy are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Michel Philipp Cole is warranted.
Capitol Federal Financial, Inc.	01/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance, and maintains several problematic change-in-control provisions in legacy agreements.
Capitol Federal Financial, Inc.	01/24/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Capitol Federal Financial, Inc.	01/24/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CapStar Financial Holdings, Inc.	04/19/2023	Management	1	Yes	Elect Director L. Earl Bentz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	2	Yes	Elect Director William T. ("Pete") DeLay	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	3	Yes	Elect Director Sam B. DeVane	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	4	Yes	Elect Director Thomas R. Flynn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	5	Yes	Elect Director William H. (Harrison) Frist, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CapStar Financial Holdings, Inc.	04/19/2023	Management	6	Yes	Elect Director Louis A. Green, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	7	Yes	Elect Director Valora S. Gurganious	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	8	Yes	Elect Director Myra NanDora Jenne	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	9	Yes	Elect Director Joelle J. Phillips	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	10	Yes	Elect Director Timothy K. Schools	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	11	Yes	Elect Director Stephen B. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CapStar Financial Holdings, Inc.	04/19/2023	Management	12	Yes	Elect Director James S. Turner, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	13	Yes	Elect Director Toby S. Wilt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jay) Turner Jr., Timothy (Tim) Schools, L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are warranted for lack of a majority independent board. WITHHOLD votes for L. Earl Bentz, Thomas Flynn, Louis Green III, Stephen (Steve) Smith, and Toby Wilt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CapStar Financial Holdings, Inc.	04/19/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CapStar Financial Holdings, Inc.	04/19/2023	Management	15	Yes	Ratify Elliott Davis, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
CARA Therapeutics, Inc.	06/01/2023	Management	1	Yes	Elect Director Martin Vogelbaum	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Vogelbaum are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Martin Vogelbaum are further warranted for lack of racial/ethnic diversity on the board. A vote FOR Lisa von Moltke is warranted.
CARA Therapeutics, Inc.	06/01/2023	Management	2	Yes	Elect Director Lisa von Moltke	For	For	For	For	WITHHOLD votes for Martin Vogelbaum are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Martin Vogelbaum are further warranted for lack of racial/ethnic diversity on the board. A vote FOR Lisa von Moltke is warranted.
CARA Therapeutics, Inc.	06/01/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CARA Therapeutics, Inc.	06/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cardiovascular Systems, Inc.	04/27/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Although the board did not conduct an auction process, the lack of additional bids since the announcement of the transaction partially mitigates this concern. Moreover, the offer represents a premium to the unaffected price, the cash consideration provides liquidity and certainty of value to CSII shareholders, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date.
Cardiovascular Systems, Inc.	04/27/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although equity awards will automatically accelerate upon the merger close, cash severance is double trigger and reasonably based. In addition, no excise tax gross-ups are payable.
Cardiovascular Systems, Inc.	04/27/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.

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Cargurus, Inc.	06/06/2023	Management	1	Yes	Elect Director Langley Steinert	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Langley Steinert for the following reasons: * as a non-independent director nominee, for lack of a majority independent board and for the company's lack of a formal nominating committee; * for lack of racial or ethnic diversity on the board; * in the absence of a governance committee, for the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure, the classified board, and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights; and * his ownership of the supervoting shares provide him with voting power control of the company.
Cargurus, Inc.	06/06/2023	Management	2	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cargurus, Inc.	06/06/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CarParts.com, Inc.	05/25/2023	Management	1	Yes	Elect Director Henry J. Maier	For	For	For	For	A vote FOR all director nominees is warranted.
CarParts.com, Inc.	05/25/2023	Management	2	Yes	Elect Director Nanxi Liu	For	For	For	For	A vote FOR all director nominees is warranted.
CarParts.com, Inc.	05/25/2023	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CarParts.com, Inc.	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CarParts.com, Inc.	05/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CarParts.com, Inc.	05/25/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Carriage Services, Inc.	05/16/2023	Management	1	Yes	Elect Director Douglas B. Meehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Donald Patteson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Donald Patteson Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for director nominees Donald Patteson Jr. and Douglas Meehan due to insufficient responsiveness to last year's lack of majority support for Achilles Messac. WITHHOLD votes are further warranted for Nominating Committee members Donald Patteson Jr. and Douglas Meehan for failing to establish gender diversity on the board.
Carriage Services, Inc.	05/16/2023	Management	2	Yes	Elect Director Donald D. Patteson, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Donald Patteson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Donald Patteson Jr. are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for director nominees Donald Patteson Jr. and Douglas Meehan due to insufficient responsiveness to last year's lack of majority support for Achilles Messac. WITHHOLD votes are further warranted for Nominating Committee members Donald Patteson Jr. and Douglas Meehan for failing to establish gender diversity on the board.
Carriage Services, Inc.	05/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to a problematic pay practice. The company paid sizable severance to an NEO upon a resignation which does not appear to be involuntary.

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Carriage Services, Inc.	05/16/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Carriage Services, Inc.	05/16/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Carrols Restaurant Group, Inc.	06/16/2023	Management	1	Yes	Elect Director Hannah S. Craven	For	For	For	For	Votes FOR all director nominees are warranted.
Carrols Restaurant Group, Inc.	06/16/2023	Management	2	Yes	Elect Director Lawrence E. Hyatt	For	For	For	For	Votes FOR all director nominees are warranted.
Carrols Restaurant Group, Inc.	06/16/2023	Management	3	Yes	Elect Director Alexander Sloane	For	For	For	For	Votes FOR all director nominees are warranted.
Carrols Restaurant Group, Inc.	06/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Carrols Restaurant Group, Inc.	06/16/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Carrols Restaurant Group, Inc.	06/16/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Carrols Restaurant Group, Inc.	06/16/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cars.com Inc.	06/07/2023	Management	1	Yes	Elect Director Jerri DeVard	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	2	Yes	Elect Director Scott Forbes	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	3	Yes	Elect Director Jill Greenthal	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	4	Yes	Elect Director Thomas Hale	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	5	Yes	Elect Director Michael Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	6	Yes	Elect Director Donald A. McGovern, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	7	Yes	Elect Director Greg Revelle	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	8	Yes	Elect Director Jenell R. Ross	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	9	Yes	Elect Director Bala Subramanian	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	10	Yes	Elect Director T. Alex Vetter	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	11	Yes	Elect Director Bryan Wiener	For	For	For	For	A vote FOR all director nominees is warranted.
Cars.com Inc.	06/07/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Cars.com Inc.	06/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Carter Bankshares, Inc.	05/24/2023	Management	1	Yes	Elect Director Michael R. Bird	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	2	Yes	Elect Director Kevin S. Bloomfield	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	3	Yes	Elect Director Robert M. Bolton	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	4	Yes	Elect Director Gregory W. Feldmann	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	5	Yes	Elect Director James W. Haskins	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	6	Yes	Elect Director Phyllis Q. Karavatakis	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	7	Yes	Elect Director Jacob A. Lutz, III	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Carter Bankshares, Inc.	05/24/2023	Management	8	Yes	Elect Director E. Warren Matthews	For	For	Withhold	Withhold	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	9	Yes	Elect Director Catharine L. Midkiff	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	10	Yes	Elect Director Curtis E. Stephens	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	11	Yes	Elect Director Litz H. Van Dyke	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	12	Yes	Elect Director Elizabeth L. Walsh	For	For	For	For	WITHHOLD votes for E. Warren Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Carter Bankshares, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company incurred significant gross-up cost for the CEO's automobile perquisites. Additionally, the company lacks certain risk-mitigating provisions.
Carter Bankshares, Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Carter Bankshares, Inc.	05/24/2023	Management	15	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Casella Waste Systems, Inc.	06/01/2023	Management	1	Yes	Elect Director Michael L. Battles	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Emily Nagle Green and Michael Battles are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR remaining nominee Joseph Doody is warranted.
Casella Waste Systems, Inc.	06/01/2023	Management	2	Yes	Elect Director Joseph G. Doody	For	For	For	For	WITHHOLD votes for Governance Committee members Emily Nagle Green and Michael Battles are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR remaining nominee Joseph Doody is warranted.
Casella Waste Systems, Inc.	06/01/2023	Management	3	Yes	Elect Director Emily Nagle Green	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Emily Nagle Green and Michael Battles are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR remaining nominee Joseph Doody is warranted.
Casella Waste Systems, Inc.	06/01/2023	Management	4	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Casella Waste Systems, Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide tax gross-up relating to the CEO's car allowance perquisite.
Casella Waste Systems, Inc.	06/01/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Casella Waste Systems, Inc.	06/01/2023	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Cass Information Systems, Inc.	04/18/2023	Management	1	Yes	Elect Director Eric H. Brunngraber	For	For	Against	Against	Votes AGAINST non-independent nominees Eric Brunngraber, Martin Resch and Benjamin (Tad) Edwards IV are warranted for lack of a majority independent board. Votes AGAINST Benjamin (Tad) Edwards IV are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/18/2023	Management	2	Yes	Elect Director Benjamin F. Edwards, IV	For	For	Against	Against	Votes AGAINST non-independent nominees Eric Brunngraber, Martin Resch and Benjamin (Tad) Edwards IV are warranted for lack of a majority independent board. Votes AGAINST Benjamin (Tad) Edwards IV are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/18/2023	Management	3	Yes	Elect Director Ann W. Marr	For	For	For	For	Votes AGAINST non-independent nominees Eric Brunngraber, Martin Resch and Benjamin (Tad) Edwards IV are warranted for lack of a majority independent board. Votes AGAINST Benjamin (Tad) Edwards IV are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/18/2023	Management	4	Yes	Elect Director Martin H. Resch	For	For	Against	Against	Votes AGAINST non-independent nominees Eric Brunngraber, Martin Resch and Benjamin (Tad) Edwards IV are warranted for lack of a majority independent board. Votes AGAINST Benjamin (Tad) Edwards IV are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/18/2023	Management	5	Yes	Elect Director Joseph D. Rupp	For	For	For	For	Votes AGAINST non-independent nominees Eric Brunngraber, Martin Resch and Benjamin (Tad) Edwards IV are warranted for lack of a majority independent board. Votes AGAINST Benjamin (Tad) Edwards IV are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cass Information Systems, Inc.	04/18/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The CEO's total pay is of significant magnitude following continuous annual increases to base salary, which has had a ratcheting effect on the target bonus opportunity as well as the LTI grant value. A concern is also noted regarding goal rigor in the annual bonus. However, LTI awards are majority performance-based with forward-looking goals disclosed, while closing-cycle LTI awards were earned in line with performance. Continued monitoring of the pay program is warranted to ensure that pay outcomes continue to align with company performance.
Cass Information Systems, Inc.	04/18/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cass Information Systems, Inc.	04/18/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cass Information Systems, Inc.	04/18/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Castle Biosciences, Inc.	05/25/2023	Management	1	Yes	Elect Director Ellen Goldberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Ellen Goldberg and Miles Harrison given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee members Ellen Goldberg and Miles Harrison for lack of racial and ethnic diversity on the board. A vote FOR director nominee Tiffany Olson is warranted.
Castle Biosciences, Inc.	05/25/2023	Management	2	Yes	Elect Director Miles D. Harrison	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Ellen Goldberg and Miles Harrison given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee members Ellen Goldberg and Miles Harrison for lack of racial and ethnic diversity on the board. A vote FOR director nominee Tiffany Olson is warranted.
Castle Biosciences, Inc.	05/25/2023	Management	3	Yes	Elect Director Tiffany P. Olson	For	For	For	For	WITHHOLD votes are warranted for governance committee members Ellen Goldberg and Miles Harrison given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for nominating committee members Ellen Goldberg and Miles Harrison for lack of racial and ethnic diversity on the board. A vote FOR director nominee Tiffany Olson is warranted.
Castle Biosciences, Inc.	05/25/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Castle Biosciences, Inc.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite the compensation committee's sufficient responsiveness to shareholder concerns as evidenced by the prior year's failed say-on-pay vote, an unmitigated misalignment between CEO pay and company performance persists during the year in review. CEO pay remains relatively high and increased from the prior year despite stock price underperformance. Furthermore, some concerns remain with regards to the company's disclosure of performance targets, as the forward-looking revenue target underlying the PSU awards is not disclosed.
CBIZ, Inc.	05/10/2023	Management	1	Yes	Elect Director Richard T. Marabito	For	For	For	For	WITHHOLD votes for non-independent nominee Benaree (Bennie) Wiley are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBIZ, Inc.	05/10/2023	Management	2	Yes	Elect Director Rodney A. Young	For	For	For	For	WITHHOLD votes for non-independent nominee Benaree (Bennie) Wiley are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBIZ, Inc.	05/10/2023	Management	3	Yes	Elect Director Benaree Pratt Wiley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Benaree (Bennie) Wiley are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CBIZ, Inc.	05/10/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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CBIZ, Inc.	05/10/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided excessive perquisites and associated tax gross-ups to the CEO.
CBIZ, Inc.	05/10/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CBIZ, Inc.	05/10/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CECO Environmental Corp.	06/05/2023	Management	1	Yes	Elect Director Jason DeZwirek	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/05/2023	Management	2	Yes	Elect Director Todd Gleason	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/05/2023	Management	3	Yes	Elect Director Robert E. Knowling, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/05/2023	Management	4	Yes	Elect Director Claudio A. Mannarino	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/05/2023	Management	5	Yes	Elect Director Munish Nanda	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/05/2023	Management	6	Yes	Elect Director Valerie Gentile Sachs	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/05/2023	Management	7	Yes	Elect Director Richard F. Wallman	For	For	For	For	A vote FOR the director nominees is warranted.
CECO Environmental Corp.	06/05/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CECO Environmental Corp.	06/05/2023	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Celldex Therapeutics, Inc.	06/15/2023	Management	1	Yes	Elect Director Karen L. Shoos	For	For	For	For	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	2	Yes	Elect Director Anthony S. Marucci	For	For	For	For	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	3	Yes	Elect Director Keith L. Brownlie	For	For	For	For	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	4	Yes	Elect Director Cheryl L. Cohen	For	For	For	For	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Celldex Therapeutics, Inc.	06/15/2023	Management	5	Yes	Elect Director Herbert J. Conrad	For	For	Against	Against	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	6	Yes	Elect Director Rita I. Jain	For	For	For	For	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	7	Yes	Elect Director James J. Marino	For	For	For	For	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	8	Yes	Elect Director Garry A. Neil	For	For	Against	Against	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	9	Yes	Elect Director Harry H. Penner, Jr.	For	For	Against	Against	Votes AGAINST Herbert Conrad and Harry Penner Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garry Neil are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Herbert Conrad are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Celldex Therapeutics, Inc.	06/15/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Celldex Therapeutics, Inc.	06/15/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Celldex Therapeutics, Inc.	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Celldex Therapeutics, Inc.	06/15/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Central Garden & Pet Company	02/07/2023	Management	1	Yes	Elect Director William E. Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	2	Yes	Elect Director Courtnee Chun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	3	Yes	Elect Director Timothy P. Cofer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.

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Central Garden & Pet Company	02/07/2023	Management	4	Yes	Elect Director Lisa Coleman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	5	Yes	Elect Director Brendan P. Dougher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	6	Yes	Elect Director Michael J. Griffith	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.

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Central Garden & Pet Company	02/07/2023	Management	7	Yes	Elect Director Christopher T. Metz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	8	Yes	Elect Director Daniel P. Myers	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	9	Yes	Elect Director Brooks M. Pennington, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.

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Central Garden & Pet Company	02/07/2023	Management	10	Yes	Elect Director John R. Ranelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	11	Yes	Elect Director Mary Beth Springer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Brown, Timothy (Tim) Cofer, Daniel Myers, Brooks Pennington III and John Ranelli are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for audit committee members Lisa Coleman, Brendan Dougher, and Mary Beth Springer are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for incumbent directors William (Bill) Brown, Timothy (Tim) Cofer, Mary Beth Springer, Courtnee Chun, Lisa Coleman, Brendan Dougher, Michael Griffith, Christopher Metz, Daniel Myers, Brooks Pennington III, and John Ranelli are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision and due to the board's unilateral adoption of an exclusive forum bylaw.
Central Garden & Pet Company	02/07/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Central Garden & Pet Company	02/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided sizable perquisites and perks-related tax gross-ups to the CEO.
Central Garden & Pet Company	02/07/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Central Pacific Financial Corp.	04/27/2023	Management	1	Yes	Elect Director Christine H. H. Camp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	2	Yes	Elect Director Earl E. Fry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Central Pacific Financial Corp.	04/27/2023	Management	3	Yes	Elect Director Jason R. Fujimoto	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	4	Yes	Elect Director Jonathan B. Kindred	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	5	Yes	Elect Director Paul J. Kosasa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	6	Yes	Elect Director Duane K. Kurisu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	7	Yes	Elect Director Christopher T. Lutes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	8	Yes	Elect Director Arnold D. Martines	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Central Pacific Financial Corp.	04/27/2023	Management	9	Yes	Elect Director A. Catherine Ngo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	10	Yes	Elect Director Saedene K. Ota	For	For	For	For	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	11	Yes	Elect Director Crystal K. Rose	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	12	Yes	Elect Director Paul K. Yonamine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees A. Catherine Ngo, Arnold Martines, Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa, Duane Kurisu, Christopher (Chris) Lutes and Paul Yonamine are warranted for lack of a majority independent board. WITHHOLD votes for Crystal Rose, Christine Camp, Earl Fry, Paul Kosasa and Duane Kurisu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Central Pacific Financial Corp.	04/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While there are some concerns regarding the increased pay opportunities for the CEO and goal rigor under both the annual and long-term incentive programs, sufficient mitigating factors have been identified or the year in review. The appointment of a new CEO in early 2023 was accompanied with a recalibration of target opportunities for FY23. In addition, the STI program is predominantly based on pre-set, objective goals, and the company provided enhanced disclosure of individual performance considerations. Further, half of LTI awards are based on multi-year goals, and vesting for the relative TSR component is now capped at target if absolute TSR is negative. The company also included retrospective disclosure for closing-cycle awards, which provides additional insight into the pay-for-performance linkage.
Central Pacific Financial Corp.	04/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Central Pacific Financial Corp.	04/27/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Central Pacific Financial Corp.	04/27/2023	Management	16	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Central Valley Community Bancorp	05/17/2023	Management	1	Yes	Elect Director Daniel N. Cunningham	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	2	Yes	Elect Director Daniel J. Doyle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	3	Yes	Elect Director F. T. "Tommy" Elliott, IV	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	4	Yes	Elect Director Robert J. Flautt	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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Central Valley Community Bancorp	05/17/2023	Management	5	Yes	Elect Director Gary D. Gall	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	6	Yes	Elect Director James J. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	7	Yes	Elect Director Andriana D. Majarian	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	8	Yes	Elect Director Steven D. McDonald	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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Central Valley Community Bancorp	05/17/2023	Management	9	Yes	Elect Director Louis McMurray	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	10	Yes	Elect Director Karen Musson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	11	Yes	Elect Director Dorothea D. Silva	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	12	Yes	Elect Director William S. Smittcamp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Doyle, James Kim, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Doyle, Daniel Cunningham, Steven McDonald, Louis McMurray and William Smittcamp are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Louis McMurray and Karen Musson are warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Central Valley Community Bancorp	05/17/2023	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Central Valley Community Bancorp	05/17/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Central Valley Community Bancorp	05/17/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Centrus Energy Corp.	06/20/2023	Management	1	Yes	Elect Director Mikel H. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Centrus Energy Corp.	06/20/2023	Management	2	Yes	Elect Director Kirkland H. Donald	For	For	For	For	A vote FOR all director nominees is warranted.
Centrus Energy Corp.	06/20/2023	Management	3	Yes	Elect Director Tina W. Jonas	For	For	For	For	A vote FOR all director nominees is warranted.
Centrus Energy Corp.	06/20/2023	Management	4	Yes	Elect Director William J. Madia	For	For	For	For	A vote FOR all director nominees is warranted.
Centrus Energy Corp.	06/20/2023	Management	5	Yes	Elect Director Daniel B. Poneman	For	For	For	For	A vote FOR all director nominees is warranted.
Centrus Energy Corp.	06/20/2023	Management	6	Yes	Elect Director Bradley J. Sawatzke	For	For	For	For	A vote FOR all director nominees is warranted.
Centrus Energy Corp.	06/20/2023	Management	7	Yes	Elect Director Neil S. Subin	For	For	For	For	A vote FOR all director nominees is warranted.
Centrus Energy Corp.	06/20/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Centrus Energy Corp.	06/20/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Centrus Energy Corp.	06/20/2023	Management	10	Yes	Approve Section 382 Rights Agreement	For	For	For	For	A vote FOR this proposal is warranted, given the substantial size of the deferred tax assets related to the company's net operating losses and the reasonable duration of the NOL pill.
Centrus Energy Corp.	06/20/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Century Aluminum Company	06/05/2023	Management	1	Yes	Elect Director Jarl Berntzen	For	For	Withhold	Withhold	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/05/2023	Management	2	Yes	Elect Director Jennifer Bush	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/05/2023	Management	3	Yes	Elect Director Jesse Gary	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/05/2023	Management	4	Yes	Elect Director Errol Glasser	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/05/2023	Management	5	Yes	Elect Director Wilhelm van Jaarsveld	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/05/2023	Management	6	Yes	Elect Director Andrew G. Michelmore	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/05/2023	Management	7	Yes	Elect Director Tamla A. Olivier	For	For	For	For	WITHHOLD votes for Jarl Berntzen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Century Aluminum Company	06/05/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Century Aluminum Company	06/05/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Century Aluminum Company	06/05/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Century Casinos, Inc.	06/07/2023	Management	1	Yes	Elect Director Peter Hoetzing	For	Against	Against	Against	Votes AGAINST non-independent nominee Peter Hoetzing are warranted for lack of a majority independent board. A vote AGAINST incumbent director nominee Peter Hoetzing is also warranted for the lack of racial/ethnic diversity on the board.
Century Casinos, Inc.	06/07/2023	Management	2	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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Century Casinos, Inc.	06/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * The company maintains agreements that contain a modified single trigger change in control provision * The company maintains agreements that contain excise tax gross-up provisions. * The company provided a large automobile perquisite to Co-CEOs Peter Hoetzing and Erwin Haitzmann.
Century Therapeutics, Inc.	06/27/2023	Management	1	Yes	Elect Director Cynthia Butitta	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Timothy (Tim) Walbert for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent director nominees Cynthia (Cindy) Butitta and Alessandro Riva given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Century Therapeutics, Inc.	06/27/2023	Management	2	Yes	Elect Director Timothy Walbert	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Timothy (Tim) Walbert for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent director nominees Cynthia (Cindy) Butitta and Alessandro Riva given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Century Therapeutics, Inc.	06/27/2023	Management	3	Yes	Elect Director Alessandro Riva	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Timothy (Tim) Walbert for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for incumbent director nominees Cynthia (Cindy) Butitta and Alessandro Riva given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Century Therapeutics, Inc.	06/27/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cerence Inc.	02/09/2023	Management	1	Yes	Elect Director Arun Sarin	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	2	Yes	Elect Director Kristi Ann Matus	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	3	Yes	Elect Director Stefan Ortmanns	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	4	Yes	Elect Director Sanjay Jha	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	5	Yes	Elect Director Marianne Budnik	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	6	Yes	Elect Director Alfred Nietzel	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	7	Yes	Elect Director Douglas Davis	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	8	Yes	Elect Director Thomas Beaudoin	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Cerence Inc.	02/09/2023	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Cerence Inc.	02/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CEVA, Inc.	05/23/2023	Management	1	Yes	Elect Director Bernadette Andrietti	For	For	For	For	WITHHOLD votes for non-independent nominees Peter McManamon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson, Louis Silver and Gideon Wertheizer are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	05/23/2023	Management	2	Yes	Elect Director Jaclyn Liu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson, Louis Silver and Gideon Wertheizer are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	05/23/2023	Management	3	Yes	Elect Director Maria Marced	For	For	For	For	WITHHOLD votes for non-independent nominees Peter McManamon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson, Louis Silver and Gideon Wertheizer are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	05/23/2023	Management	4	Yes	Elect Director Peter McManamon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson, Louis Silver and Gideon Wertheizer are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	05/23/2023	Management	5	Yes	Elect Director Sven-Christer Nilsson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson, Louis Silver and Gideon Wertheizer are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	05/23/2023	Management	6	Yes	Elect Director Louis Silver	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson, Louis Silver and Gideon Wertheizer are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	05/23/2023	Management	7	Yes	Elect Director Gideon Wertheizer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Peter McManamon, Jaclyn (Jackie) Liu, Sven-Christer Nilsson, Louis Silver and Gideon Wertheizer are warranted for lack of a majority independent board. WITHHOLD votes for Sven-Christer Nilsson and Louis Silver are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CEVA, Inc.	05/23/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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CEVA, Inc.	05/23/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 9.99 percent is acceptable.
CEVA, Inc.	05/23/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Targets in the STI program are not clearly disclosed; however, the program is entirely based on pre-set financial criteria and the below-target payouts were relatively aligned with performance. The CEO's equity grant was largely in performance-conditioned equity, and the amount that vested was largely in line with company performance, though concerns are noted regarding the relatively short performance period and target setting.
CEVA, Inc.	05/23/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CEVA, Inc.	05/23/2023	Management	12	Yes	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ChampionX Corporation	05/10/2023	Management	1	Yes	Elect Director Heidi S. Alderman	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	2	Yes	Elect Director Mamatha Chamarthi	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	3	Yes	Elect Director Carlos A. Fierro	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	4	Yes	Elect Director Gary P. Luquette	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	5	Yes	Elect Director Elaine Pickle	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	6	Yes	Elect Director Stuart Porter	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	7	Yes	Elect Director Daniel W. Rabun	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	8	Yes	Elect Director Sivasankaran ("Soma") Somasundaram	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	9	Yes	Elect Director Stephen M. Todd	For	For	For	For	A vote FOR all director nominees is warranted.
ChampionX Corporation	05/10/2023	Management	10	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.
ChampionX Corporation	05/10/2023	Management	11	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
ChampionX Corporation	05/10/2023	Management	12	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
ChampionX Corporation	05/10/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ChampionX Corporation	05/10/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ChampionX Corporation	05/10/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chase Corporation	02/07/2023	Management	1	Yes	Elect Director Adam P. Chase	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	2	Yes	Elect Director Peter R. Chase	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	3	Yes	Elect Director Mary Claire Chase	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	4	Yes	Elect Director Thomas D. DeByle	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Chase Corporation	02/07/2023	Management	5	Yes	Elect Director John H. Derby, III	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	6	Yes	Elect Director Chad A. McDaniel	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	7	Yes	Elect Director Dana Mohler-Faria	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	8	Yes	Elect Director Ellen Rubin	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	9	Yes	Elect Director Joan Wallace-Benjamin	For	For	For	For	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	10	Yes	Elect Director Thomas Wroe, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Wroe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chase Corporation	02/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chase Corporation	02/07/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Chegg, Inc.	06/07/2023	Management	1	Yes	Elect Director Renee Budig	For	For	For	For	Votes AGAINST Theodore (Ted) Schlein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Theodore (Ted) Schlein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. Votes FOR the remaining director nominees are warranted.
Chegg, Inc.	06/07/2023	Management	2	Yes	Elect Director Dan Rosensweig	For	For	For	For	Votes AGAINST Theodore (Ted) Schlein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Theodore (Ted) Schlein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. Votes FOR the remaining director nominees are warranted.
Chegg, Inc.	06/07/2023	Management	3	Yes	Elect Director Ted Schlein	For	For	Against	Against	Votes AGAINST Theodore (Ted) Schlein are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Theodore (Ted) Schlein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. Votes FOR the remaining director nominees are warranted.
Chegg, Inc.	06/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Chegg, Inc.	06/07/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 30.94 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for company loans to officers for the exercise of stock options.

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Chegg, Inc.	06/07/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Chegg, Inc.	06/07/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Chemung Financial Corporation	06/06/2023	Management	1	Yes	Elect Director Richard E Forrestel, Jr.	For	For	For	For	WITHHOLD votes for Stephen Lounsberry III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/06/2023	Management	2	Yes	Elect Director Stephen M. Lounsberry, III	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Lounsberry III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/06/2023	Management	3	Yes	Elect Director Anders M. Tomson	For	For	For	For	WITHHOLD votes for Stephen Lounsberry III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/06/2023	Management	4	Yes	Elect Director G. Thomas Tranter, Jr.	For	For	For	For	WITHHOLD votes for Stephen Lounsberry III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemung Financial Corporation	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chemung Financial Corporation	06/06/2023	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chesapeake Utilities Corporation	05/03/2023	Management	1	Yes	Elect Director Thomas J. Bresnan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Thomas Bresnan are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chesapeake Utilities Corporation	05/03/2023	Management	2	Yes	Elect Director Ronald G. Forsythe, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominee Thomas Bresnan are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chesapeake Utilities Corporation	05/03/2023	Management	3	Yes	Elect Director Sheree M. Petrone	For	For	For	For	WITHHOLD votes for non-independent nominee Thomas Bresnan are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chesapeake Utilities Corporation	05/03/2023	Management	4	Yes	Elect Director Stephanie N. Gary	For	For	For	For	WITHHOLD votes for non-independent nominee Thomas Bresnan are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chesapeake Utilities Corporation	05/03/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Chesapeake Utilities Corporation	05/03/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chesapeake Utilities Corporation	05/03/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chesapeake Utilities Corporation	05/03/2023	Management	8	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Chicago Rivet & Machine Co.	05/09/2023	Management	1	Yes	Elect Director Michael J. Bourg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Michael Bourg, Kent Cooney, and Walter Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee members Kent Cooney, Kurt Moders, and John Showel for failing to establish gender diversity on the board.
Chicago Rivet & Machine Co.	05/09/2023	Management	2	Yes	Elect Director Kent H. Cooney	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Michael Bourg, Kent Cooney, and Walter Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee members Kent Cooney, Kurt Moders, and John Showel for failing to establish gender diversity on the board.
Chicago Rivet & Machine Co.	05/09/2023	Management	3	Yes	Elect Director Kurt Moders	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Michael Bourg, Kent Cooney, and Walter Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee members Kent Cooney, Kurt Moders, and John Showel for failing to establish gender diversity on the board.
Chicago Rivet & Machine Co.	05/09/2023	Management	4	Yes	Elect Director James W. Morrissey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Michael Bourg, Kent Cooney, and Walter Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee members Kent Cooney, Kurt Moders, and John Showel for failing to establish gender diversity on the board.
Chicago Rivet & Machine Co.	05/09/2023	Management	5	Yes	Elect Director Walter W. Morrissey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Michael Bourg, Kent Cooney, and Walter Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee members Kent Cooney, Kurt Moders, and John Showel for failing to establish gender diversity on the board.
Chicago Rivet & Machine Co.	05/09/2023	Management	6	Yes	Elect Director John L. Showel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Morrissey, Michael Bourg, Kent Cooney, and Walter Morrissey are warranted for lack of a majority independent board. WITHHOLD votes for Kent Cooney are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for nominating committee members Kent Cooney, Kurt Moders, and John Showel for failing to establish gender diversity on the board.
Chicago Rivet & Machine Co.	05/09/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chico's FAS, Inc.	06/22/2023	Management	1	Yes	Elect Director Bonnie R. Brooks	For	For	For	For	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chico's FAS, Inc.	06/22/2023	Management	2	Yes	Elect Director Janice L. Fields	For	For	For	For	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	3	Yes	Elect Director Deborah L. Kerr	For	For	For	For	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	4	Yes	Elect Director Eli M. Kumekpor	For	For	For	For	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	5	Yes	Elect Director Molly Langenstein	For	For	For	For	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	6	Yes	Elect Director John J. Mahoney	For	For	Against	Against	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	7	Yes	Elect Director Kevin Mansell	For	For	For	For	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	8	Yes	Elect Director Kim Roy	For	For	For	For	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	9	Yes	Elect Director David F. Walker	For	For	Against	Against	Votes AGAINST John Mahoney and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chico's FAS, Inc.	06/22/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Chico's FAS, Inc.	06/22/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chico's FAS, Inc.	06/22/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Chico's FAS, Inc.	06/22/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chinook Therapeutics, Inc.	06/09/2023	Management	1	Yes	Elect Director Michelle Griffin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Eric Dobmeier and Michelle Griffin (Michelle Burris) are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Eric Dobmeier and Michelle Griffin (Michelle Burris) are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.

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Chinook Therapeutics, Inc.	06/09/2023	Management	2	Yes	Elect Director Eric Dobmeier	For	Withhold	Withhold	Withhold	WITHHOLD votes for Eric Dobmeier and Michelle Griffin (Michelle Burris) are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Eric Dobmeier and Michelle Griffin (Michelle Burris) are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Chinook Therapeutics, Inc.	06/09/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Chinook Therapeutics, Inc.	06/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Chinook Therapeutics, Inc.	06/09/2023	Management	5	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Chinook Therapeutics, Inc.	06/09/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 35.99 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan contains an evergreen feature.
Chord Energy Corporation	04/26/2023	Management	1	Yes	Elect Director Douglas E. Brooks	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	2	Yes	Elect Director Daniel E. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	3	Yes	Elect Director Susan M. Cunningham	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	4	Yes	Elect Director Samantha F. Holroyd	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	5	Yes	Elect Director Paul J. Korus	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	6	Yes	Elect Director Kevin S. McCarthy	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	7	Yes	Elect Director Anne Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	8	Yes	Elect Director Cynthia L. Walker	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	9	Yes	Elect Director Marguerite N. Woung-Chapman	For	For	For	For	A vote FOR all director nominees is warranted.
Chord Energy Corporation	04/26/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chord Energy Corporation	04/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Chord Energy Corporation	04/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cinedigm Corp.	05/30/2023	Management	1	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the reverse stock split may enable the company to maintain the listing of its common stock on the Nasdaq Capital Market.
Cinedigm Corp.	05/30/2023	Management	2	Yes	Reduce Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as it would limit the effective increase in the number of authorized shares, pursuant to the reverse stock split.
Citi Trends, Inc.	06/09/2023	Management	1	Yes	Elect Director Brian P. Carney	For	For	Against	Against	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	2	Yes	Elect Director Jonathan Duskin	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	3	Yes	Elect Director Christina Francis	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Citi Trends, Inc.	06/09/2023	Management	4	Yes	Elect Director Laurens M. Goff	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	5	Yes	Elect Director Margaret L. Jenkins	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	6	Yes	Elect Director David N. Makuen	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	7	Yes	Elect Director Cara Sabin	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	8	Yes	Elect Director Peter R. Sachse	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	9	Yes	Elect Director Kenneth D. Seipel	For	For	For	For	Votes AGAINST Brian Carney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citi Trends, Inc.	06/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Citi Trends, Inc.	06/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Citi Trends, Inc.	06/09/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Citizens & Northern Corporation	04/20/2023	Management	1	Yes	Elect Director Stephen M. Dorwart	For	For	For	For	WITHHOLD votes are warranted for Aaron Singer for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/20/2023	Management	2	Yes	Elect Director J. Bradley Scovill	For	For	For	For	WITHHOLD votes are warranted for Aaron Singer for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/20/2023	Management	3	Yes	Elect Director Aaron K. Singer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Aaron Singer for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Citizens & Northern Corporation	04/20/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Citizens & Northern Corporation	04/20/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Citizens & Northern Corporation	04/20/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Citizens & Northern Corporation	04/20/2023	Management	7	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Citizens Community Bancorp, Inc.	06/20/2023	Management	1	Yes	Elect Director Michael Conner	For	For	For	For	WITHHOLD votes for Michael Swenson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Community Bancorp, Inc.	06/20/2023	Management	2	Yes	Elect Director Francis Felber	For	For	For	For	WITHHOLD votes for Michael Swenson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Community Bancorp, Inc.	06/20/2023	Management	3	Yes	Elect Director Michael L. Swenson	For	For	Withhold	Withhold	WITHHOLD votes for Michael Swenson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Citizens Community Bancorp, Inc.	06/20/2023	Management	4	Yes	Ratify Eide Bailly, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Citizens Community Bancorp, Inc.	06/20/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Citizens Community Bancorp, Inc.	06/20/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
City Holding Company	04/26/2023	Management	1	Yes	Elect Director Robert D. Fisher	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Hageboeck and Robert (Rob) Fisher are warranted for lack of a majority independent board. Votes AGAINST Robert (Rob) Fisher are also warranted for serving as a non-independent member of a key board committee. A vote FOR Javier A. Reyes is warranted.
City Holding Company	04/26/2023	Management	2	Yes	Elect Director Charles R. Hageboeck	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Hageboeck and Robert (Rob) Fisher are warranted for lack of a majority independent board. Votes AGAINST Robert (Rob) Fisher are also warranted for serving as a non-independent member of a key board committee. A vote FOR Javier A. Reyes is warranted.
City Holding Company	04/26/2023	Management	3	Yes	Elect Director Javier A. Reyes	For	For	For	For	Votes AGAINST non-independent nominees Charles Hageboeck and Robert (Rob) Fisher are warranted for lack of a majority independent board. Votes AGAINST Robert (Rob) Fisher are also warranted for serving as a non-independent member of a key board committee. A vote FOR Javier A. Reyes is warranted.
City Holding Company	04/26/2023	Management	4	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
City Holding Company	04/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain modified single trigger severance payment and excise tax gross-up provisions. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.
City Holding Company	04/26/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
City Holding Company	04/26/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Civeo Corporation	05/17/2023	Management	1	Yes	Elect Director Bradley J. Dodson	For	For	For	For	A vote FOR all director nominees is warranted.
Civeo Corporation	05/17/2023	Management	2	Yes	Elect Director Jay K. Grewal	For	For	For	For	A vote FOR all director nominees is warranted.
Civeo Corporation	05/17/2023	Management	3	Yes	Elect Director Timothy O. Wall	For	For	For	For	A vote FOR all director nominees is warranted.
Civeo Corporation	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.
Civeo Corporation	05/17/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because equity grants to the named executives during the last fiscal year exceed 15 percent of total awards.
Civeo Corporation	05/17/2023	Management	6	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Withhold	Withhold	WITHHOLD votes for this proposal are warranted as the auditor's tenure at the company exceeds seven years.
Civista Bancshares, Inc.	04/18/2023	Management	1	Yes	Elect Director Darci Congrove	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	2	Yes	Elect Director Mark Macioce	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	3	Yes	Elect Director Julie A. Mattlin	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Civista Bancshares, Inc.	04/18/2023	Management	4	Yes	Elect Director James O. Miller	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	5	Yes	Elect Director Dennis E. Murray, Jr.	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	6	Yes	Elect Director Allen R. Nickles	For	For	Withhold	Withhold	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	7	Yes	Elect Director Mary Patricia Oliver	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	8	Yes	Elect Director Dennis G. Shaffer	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	9	Yes	Elect Director Harry Singer	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	10	Yes	Elect Director Lorina W. Wise	For	For	For	For	WITHHOLD votes for Allen Nickles are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Civista Bancshares, Inc.	04/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.
Civista Bancshares, Inc.	04/18/2023	Management	12	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Civitas Resources, Inc.	06/01/2023	Management	1	Yes	Elect Director Wouter van Kempen	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	2	Yes	Elect Director Deborah Byers	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	3	Yes	Elect Director Morris R. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	4	Yes	Elect Director M. Christopher Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	5	Yes	Elect Director Carrie M. Fox	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	6	Yes	Elect Director Carrie L. Hudak	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	7	Yes	Elect Director James M. Trimble	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	8	Yes	Elect Director Howard A. Willard, III	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	9	Yes	Elect Director Jeffrey E. Wojahn	For	For	For	For	A vote FOR all director nominees is warranted.
Civitas Resources, Inc.	06/01/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Civitas Resources, Inc.	06/01/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Civitas Resources, Inc.	06/01/2023	Management	12	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as providing shareholders the right to call special meetings represents an improvement to shareholder rights.
Civitas Resources, Inc.	06/01/2023	Management	13	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted. The right to act by written consent is a powerful tool for shareholders and is generally considered good governance. Additionally, the company does not have a shareholder who could abuse the written consent right.
Civitas Resources, Inc.	06/01/2023	Management	14	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Civitas Resources, Inc.	06/01/2023	Management	15	Yes	Authorize Shareholders to Fill Director Vacancies	For	For	For	For	A vote FOR this proposal is warranted as allowing shareholders the ability to fill vacancies represents an improvement to shareholder rights.

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Civitas Resources, Inc.	06/01/2023	Management	16	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Civitas Resources, Inc.	06/01/2023	Management	17	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments are housekeeping in nature.
Clean Energy Fuels Corp.	05/18/2023	Management	1	Yes	Elect Director Lizabeth Ardisana	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	2	Yes	Elect Director Karine Boissy-Rousseau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	3	Yes	Elect Director Andrew J. Littlefair	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	4	Yes	Elect Director James C. Miller, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	5	Yes	Elect Director Lorraine Paskett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	6	Yes	Elect Director Stephen A. Scully	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Clean Energy Fuels Corp.	05/18/2023	Management	7	Yes	Elect Director Kenneth M. Socha	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	8	Yes	Elect Director Vincent C. Taormina	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	9	Yes	Elect Director Parker A. Weil	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	10	Yes	Elect Director Laurent Wolffsheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Littlefair, Karine Boissy-Rousseau, James Miller III, Lorraine Paskett, Kenneth Socha, Vincent Taormina and Laurent Wolffsheim are warranted for lack of a majority independent board. WITHHOLD votes for James Miller III, Kenneth Socha and Vincent Taormina are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Clean Energy Fuels Corp.	05/18/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clean Energy Fuels Corp.	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Clean Energy Fuels Corp.	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Clean Harbors, Inc.	05/24/2023	Management	1	Yes	Elect Director Edward G. Galante	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	2	Yes	Elect Director Alison A. Quirk	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	3	Yes	Elect Director Shelley Stewart, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	4	Yes	Elect Director John R. Welch	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Clean Harbors, Inc.	05/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Clean Harbors, Inc.	05/24/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clearwater Paper Corporation	05/11/2023	Management	1	Yes	Elect Director Joe W. Laymon	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/11/2023	Management	2	Yes	Elect Director John P. O'Donnell	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/11/2023	Management	3	Yes	Elect Director Christine M. Vickers Tucker	For	For	For	For	A vote FOR all director nominees is warranted.
Clearwater Paper Corporation	05/11/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Clearwater Paper Corporation	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Clearwater Paper Corporation	05/11/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Clearwater Paper Corporation	05/11/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Clearway Energy, Inc.	04/27/2023	Management	1	Yes	Elect Director Jonathan Bram	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	2	Yes	Elect Director Nathaniel Anschuetz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	3	Yes	Elect Director Emmanuel Barrois	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	4	Yes	Elect Director Brian R. Ford	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.

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Clearway Energy, Inc.	04/27/2023	Management	5	Yes	Elect Director Guillaume Hediard	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	6	Yes	Elect Director Jennifer Lowry	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	7	Yes	Elect Director Bruce MacLennan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	8	Yes	Elect Director Daniel B. More	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	9	Yes	Elect Director E. Stanley O'Neal	For	For	For	For	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.

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Clearway Energy, Inc.	04/27/2023	Management	10	Yes	Elect Director Christopher S. Sotos	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	11	Yes	Elect Director Vincent Stoquart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Bram, Christopher Sotos, Nathaniel Anschuetz, Emmanuel Barrois, Guillaume Hediard, Bruce MacLennan and Vincent Stoquart are warranted for lack of a majority independent board. WITHHOLD votes for Jonathan Bram are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Brian Ford, Jennifer Lowry, and Daniel More are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR E. Stanley O'Neal is warranted.
Clearway Energy, Inc.	04/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Clearway Energy, Inc.	04/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Clearway Energy, Inc.	04/27/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Climb Global Solutions, Inc.	06/13/2023	Management	1	Yes	Elect Director Jeffrey R. Geygan	For	For	For	For	A vote FOR all director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2023	Management	2	Yes	Elect Director John McCarthy	For	For	For	For	A vote FOR all director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2023	Management	3	Yes	Elect Director Andy Bryant	For	For	For	For	A vote FOR all director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2023	Management	4	Yes	Elect Director Dale Foster	For	For	For	For	A vote FOR all director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2023	Management	5	Yes	Elect Director Gerri Gold	For	For	For	For	A vote FOR all director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2023	Management	6	Yes	Elect Director Greg Scorziello	For	For	For	For	A vote FOR all director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2023	Management	7	Yes	Elect Director Kimberly Boren	For	For	For	For	A vote FOR all director nominees is warranted.
Climb Global Solutions, Inc.	06/13/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Climb Global Solutions, Inc.	06/13/2023	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CNB Financial Corporation	04/18/2023	Management	1	Yes	Elect Director Peter F. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Smith, Michael Peduzzi and Jeffrey Powell are warranted for lack of a majority independent board. Votes AGAINST Peter Smith and Jeffrey Powell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/18/2023	Management	2	Yes	Elect Director Jeffrey S. Powell	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Smith, Michael Peduzzi and Jeffrey Powell are warranted for lack of a majority independent board. Votes AGAINST Peter Smith and Jeffrey Powell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CNB Financial Corporation	04/18/2023	Management	3	Yes	Elect Director Francis X. Straub, III	For	For	For	For	Votes AGAINST non-independent nominees Peter Smith, Michael Peduzzi and Jeffrey Powell are warranted for lack of a majority independent board. Votes AGAINST Peter Smith and Jeffrey Powell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/18/2023	Management	4	Yes	Elect Director Peter C. Varischetti	For	For	For	For	Votes AGAINST non-independent nominees Peter Smith, Michael Peduzzi and Jeffrey Powell are warranted for lack of a majority independent board. Votes AGAINST Peter Smith and Jeffrey Powell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/18/2023	Management	5	Yes	Elect Director Michael D. Peduzzi	For	For	Against	Against	Votes AGAINST non-independent nominees Peter Smith, Michael Peduzzi and Jeffrey Powell are warranted for lack of a majority independent board. Votes AGAINST Peter Smith and Jeffrey Powell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNB Financial Corporation	04/18/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Total CEO pay decreased during long-term stock underperformance, cash incentives were based on pre-determined objectives, and half of most NEOs' equity awards were performance-based. While the CEO solely received time-vesting equity, this appears to be a one-time action due to his retirement which was planned early during the year.
CNB Financial Corporation	04/18/2023	Management	7	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CNX Resources Corporation	05/04/2023	Management	1	Yes	Elect Director Robert O. Agbede	For	For	For	For	A vote FOR all director nominees is warranted.
CNX Resources Corporation	05/04/2023	Management	2	Yes	Elect Director J. Palmer Clarkson	For	For	For	For	A vote FOR all director nominees is warranted.
CNX Resources Corporation	05/04/2023	Management	3	Yes	Elect Director Nicholas J. Delulisi	For	For	For	For	A vote FOR all director nominees is warranted.
CNX Resources Corporation	05/04/2023	Management	4	Yes	Elect Director Maureen E. Lally-Green	For	For	For	For	A vote FOR all director nominees is warranted.
CNX Resources Corporation	05/04/2023	Management	5	Yes	Elect Director Bernard Lanigan, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
CNX Resources Corporation	05/04/2023	Management	6	Yes	Elect Director Ian McGuire	For	For	For	For	A vote FOR all director nominees is warranted.
CNX Resources Corporation	05/04/2023	Management	7	Yes	Elect Director William N. Thorndike, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
CNX Resources Corporation	05/04/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CNX Resources Corporation	05/04/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although ESG PSUs utilize annual performance periods, performance-based equity is targeted to comprise half of long-term incentives and predominantly uses multi-year performance periods with forward-looking goals disclosed. Additionally, annual incentives are primarily based on a pre-set financial metric.
CNX Resources Corporation	05/04/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CNX Resources Corporation	05/04/2023	Shareholder	11	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.
Coastal Financial Corporation	05/23/2023	Management	1	Yes	Elect Director Rilla R. Delorier	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Gregory Tisdal are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominee Gregory Tisdal are warranted for lack of a two-thirds majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Rilla Delorier, Michael Patterson, and Gregory Tisdal are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights.

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Coastal Financial Corporation	05/23/2023	Management	2	Yes	Elect Director Michael R. Patterson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Gregory Tisdel are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominee Gregory Tisdel are warranted for lack of a two-thirds majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Rilla Delorier, Michael Patterson, and Gregory Tisdel are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights.
Coastal Financial Corporation	05/23/2023	Management	3	Yes	Elect Director Gregory S. Tisdel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Gregory Tisdel are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominee Gregory Tisdel are warranted for lack of a two-thirds majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Rilla Delorier, Michael Patterson, and Gregory Tisdel are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure, which adversely impacts shareholder rights.
Coastal Financial Corporation	05/23/2023	Management	4	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	1	Yes	Elect Director J. Frank Harrison, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	2	Yes	Elect Director Elaine Bowers Coventry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Coca-Cola Consolidated, Inc.	05/09/2023	Management	3	Yes	Elect Director Sharon A. Decker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	4	Yes	Elect Director Morgan H. Everett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	5	Yes	Elect Director James R. Helvey, III	For	For	For	For	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Coca-Cola Consolidated, Inc.	05/09/2023	Management	6	Yes	Elect Director William H. Jones	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	7	Yes	Elect Director Umesh M. Kasbekar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	8	Yes	Elect Director David M. Katz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Coca-Cola Consolidated, Inc.	05/09/2023	Management	9	Yes	Elect Director James H. Morgan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	10	Yes	Elect Director Dennis A. Wicker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	11	Yes	Elect Director Richard T. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees J. Frank Harrison III, Dennis Wicker, Elaine Coventry, Sharon Decker, Morgan Everett, William (Bill) Jones, Umesh Kasbekar, David Katz, and James (Jim) Morgan are warranted for lack of a majority independent board. WITHHOLD votes for J. Frank Harrison III, Dennis Wicker, Sharon Decker, William (Bill) Jones, David Katz, and James (Jim) Morgan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent executive committee nominees, namely J. Frank Harrison III, David Katz, James (Jim) Morgan, and Dennis Wicker are warranted because the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes for J. Frank Harrison III are warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft perquisite, as well as significant tax gross-ups on perquisites.

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Coca-Cola Consolidated, Inc.	05/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coca-Cola Consolidated, Inc.	05/09/2023	Management	15	Yes	Amend Certificate of Incorporation to Limit the Personal Liability of Certain Senior Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Codexis, Inc.	06/13/2023	Management	1	Yes	Elect Director Stephen G. Dilly	For	For	For	For	A vote FOR all director nominees is warranted.
Codexis, Inc.	06/13/2023	Management	2	Yes	Elect Director Alison Moore	For	For	For	For	A vote FOR all director nominees is warranted.
Codexis, Inc.	06/13/2023	Management	3	Yes	Elect Director Rahul Singhvi	For	For	For	For	A vote FOR all director nominees is warranted.
Codexis, Inc.	06/13/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Codexis, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Codexis, Inc.	06/13/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Codexis, Inc.	06/13/2023	Management	7	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable.
Codexis, Inc.	06/13/2023	Management	8	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the purchase price is reasonable, the shares reserved is relatively conservative, and the offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Codexis, Inc.	06/13/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 22.41 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Codorus Valley Bancorp, Inc.	05/16/2023	Management	1	Yes	Elect Director Sarah M. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Codorus Valley Bancorp, Inc.	05/16/2023	Management	2	Yes	Elect Director Keith M. Cenekofsky	For	For	For	For	A vote FOR all director nominees is warranted.
Codorus Valley Bancorp, Inc.	05/16/2023	Management	3	Yes	Elect Director Scott V. Fainor	For	For	For	For	A vote FOR all director nominees is warranted.
Codorus Valley Bancorp, Inc.	05/16/2023	Management	4	Yes	Elect Director John W. Giambalvo	For	For	For	For	A vote FOR all director nominees is warranted.
Codorus Valley Bancorp, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Codorus Valley Bancorp, Inc.	05/16/2023	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Coeur Mining, Inc.	05/09/2023	Management	1	Yes	Elect Director Linda L. Adamany	For	For	For	For	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	2	Yes	Elect Director Paramita Das	For	For	For	For	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	3	Yes	Elect Director Sebastian Edwards	For	For	Against	Against	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	4	Yes	Elect Director Randolph E. Gress	For	For	For	For	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Coeur Mining, Inc.	05/09/2023	Management	5	Yes	Elect Director Jeane L. Hull	For	For	For	For	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	6	Yes	Elect Director Mitchell J. Krebs	For	For	For	For	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	7	Yes	Elect Director Eduardo Luna	For	For	For	For	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	8	Yes	Elect Director Robert E. Mellor	For	For	Against	Against	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	9	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST Robert Mellor, Sebastian Edwards Figueroa and J. Kenneth Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Coeur Mining, Inc.	05/09/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Coeur Mining, Inc.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Coeur Mining, Inc.	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cogent Biosciences, Inc.	06/07/2023	Management	1	Yes	Elect Director Chris Cain	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Chris Cain, Arlene Morris, and Todd Shegog: * Given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights; and * For failing to establish racial or ethnic diversity on the board.
Cogent Biosciences, Inc.	06/07/2023	Management	2	Yes	Elect Director Arlene M. Morris	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Chris Cain, Arlene Morris, and Todd Shegog: * Given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights; and * For failing to establish racial or ethnic diversity on the board.
Cogent Biosciences, Inc.	06/07/2023	Management	3	Yes	Elect Director Todd Shegog	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Chris Cain, Arlene Morris, and Todd Shegog: * Given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights; and * For failing to establish racial or ethnic diversity on the board.
Cogent Biosciences, Inc.	06/07/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 29.54 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan has an automatic share replenishment feature.
Cogent Biosciences, Inc.	06/07/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Cogent Communications Holdings, Inc.	05/03/2023	Management	1	Yes	Elect Director Dave Schaeffer	For	For	For	For	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	2	Yes	Elect Director Marc Montagner	For	For	Against	Against	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	3	Yes	Elect Director D. Blake Bath	For	For	Against	Against	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	4	Yes	Elect Director Steven D. Brooks	For	For	Against	Against	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	5	Yes	Elect Director Paul de Sa	For	For	For	For	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	6	Yes	Elect Director Lewis H. Ferguson, III	For	For	Against	Against	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.

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Cogent Communications Holdings, Inc.	05/03/2023	Management	7	Yes	Elect Director Eve Howard	For	For	For	For	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	8	Yes	Elect Director Deneen Howell	For	For	For	For	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	9	Yes	Elect Director Sheryl Kennedy	For	For	Against	Against	Votes AGAINST Marc Montagner, David Blake Bath and Steven Brooks are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee member Steven Brooks, Lewis Ferguson III, and Sheryl Kennedy are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes FOR the remaining director nominees are warranted.
Cogent Communications Holdings, Inc.	05/03/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cogent Communications Holdings, Inc.	05/03/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cogent Communications Holdings, Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cogent Communications Holdings, Inc.	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cohen & Steers, Inc.	05/04/2023	Management	1	Yes	Elect Director Martin Cohen	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	2	Yes	Elect Director Robert H. Steers	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	3	Yes	Elect Director Joseph M. Harvey	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.

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Cohen & Steers, Inc.	05/04/2023	Management	4	Yes	Elect Director Reena Aggarwal	For	For	For	For	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	5	Yes	Elect Director Frank T. Connor	For	For	For	For	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	6	Yes	Elect Director Peter L. Rhein	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	7	Yes	Elect Director Richard P. Simon	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	8	Yes	Elect Director Dasha Smith	For	For	For	For	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	9	Yes	Elect Director Edmond D. Villani	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Cohen, Robert Steers, Joseph Harvey, Peter Rhein, Richard Simon and Edmond Villani are warranted for lack of a majority independent board. Votes AGAINST Peter Rhein, Richard Simon and Edmond Villani are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Cohen & Steers, Inc.	05/04/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cohen & Steers, Inc.	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * Equity awards to the CEO lack any performance-contingent pay elements; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * High CEO pay relative to company performance compared to the company's peers.
Cohen & Steers, Inc.	05/04/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cohu, Inc.	05/10/2023	Management	1	Yes	Elect Director William E. Bendush	For	For	Against	Against	Votes AGAINST non-independent nominee William Bendush are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Nina L. Richardson is warranted.

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Cohu, Inc.	05/10/2023	Management	2	Yes	Elect Director Nina L. Richardson	For	For	For	For	Votes AGAINST non-independent nominee William Bendush are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Nina L. Richardson is warranted.
Cohu, Inc.	05/10/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cohu, Inc.	05/10/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cohu, Inc.	05/10/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cohu, Inc.	05/10/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Cohu, Inc.	05/10/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	1	Yes	Elect Director Rita Balice-Gordon	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	2	Yes	Elect Director Garen Bohlin	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	3	Yes	Elect Director Joseph Ciaffoni	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	4	Yes	Elect Director John Fallon	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	5	Yes	Elect Director John Freund	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	6	Yes	Elect Director Michael Heffernan	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	7	Yes	Elect Director Neil F. McFarlane	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	8	Yes	Elect Director Gwen Melincoff	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	9	Yes	Elect Director Gino Santini	For	For	For	For	Votes FOR all director nominees are warranted.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Collegium Pharmaceutical, Inc.	05/18/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Colony Bankcorp, Inc.	05/18/2023	Management	1	Yes	Elect Director Scott L. Downing	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	2	Yes	Elect Director T. Heath Fountain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	3	Yes	Elect Director Audrey D. Hollingsworth	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Colony Bankcorp, Inc.	05/18/2023	Management	4	Yes	Elect Director Edward P. Loomis, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	5	Yes	Elect Director Mark H. Massee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	6	Yes	Elect Director Meagan M. Mowry	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	7	Yes	Elect Director Matthew D. Reed	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	8	Yes	Elect Director Jonathan W.R. Ross	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	9	Yes	Elect Director Brian D. Schmitt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	10	Yes	Elect Director Harold W. Wyatt, III	For	For	For	For	WITHHOLD votes for non-independent nominees Mark Massee, T. Heath Fountain, Scott Downing, Edward Loomis Jr., Jonathan Ross and Brian Schmitt are warranted for lack of a majority independent board. WITHHOLD votes for Mark Massee, Scott Downing, Edward Loomis Jr. and Jonathan Ross are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colony Bankcorp, Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to certain problematic pay practices including the single-trigger equity vesting acceleration of equity awards, lack of preset performance criteria for the CEO's bonus and equity awards, and the company's lack of risk mitigating provisions.

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Colony Bankcorp, Inc.	05/18/2023	Management	12	Yes	Ratify Mauldin & Jenkins, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Columbia Banking System, Inc.	05/18/2023	Management	1	Yes	Elect Director Cort L. O'Haver	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	2	Yes	Elect Director Craig D. Eerkes	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	3	Yes	Elect Director Mark A. Finkelstein	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	4	Yes	Elect Director Eric S. Forrest	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	5	Yes	Elect Director Peggy Y. Fowler	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	6	Yes	Elect Director Randal L. Lund	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	7	Yes	Elect Director Luis M. Machuca	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	8	Yes	Elect Director S. Mae Fujita Numata	For	For	Against	Against	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	9	Yes	Elect Director Maria M. Pope	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	10	Yes	Elect Director John F. Schultz	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	11	Yes	Elect Director Elizabeth W. Seaton	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	12	Yes	Elect Director Clint E. Stein	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	13	Yes	Elect Director Hilliard C. Terry, III	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	14	Yes	Elect Director Anddria Varnado	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Columbia Banking System, Inc.	05/18/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Columbia Banking System, Inc.	05/18/2023	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Columbia Sportswear Company	06/08/2023	Management	1	Yes	Elect Director Timothy P. Boyle	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	2	Yes	Elect Director Stephen E. Babson	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	3	Yes	Elect Director Andy D. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	4	Yes	Elect Director John W. Culver	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	5	Yes	Elect Director Kevin Mansell	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	6	Yes	Elect Director Ronald E. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	7	Yes	Elect Director Christiana Smith Shi	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	8	Yes	Elect Director Sabrina L. Simmons	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	9	Yes	Elect Director Malia H. Wasson	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbia Sportswear Company	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Columbia Sportswear Company	06/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Comfort Systems USA, Inc.	05/16/2023	Management	1	Yes	Elect Director Darcy G. Anderson	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	2	Yes	Elect Director Herman E. Bulls	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	3	Yes	Elect Director Brian E. Lane	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Comfort Systems USA, Inc.	05/16/2023	Management	4	Yes	Elect Director Pablo G. Mercado	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	5	Yes	Elect Director Franklin Myers	For	For	Withhold	Withhold	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	6	Yes	Elect Director William J. Sandbrook	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	7	Yes	Elect Director Constance E. Skidmore	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	8	Yes	Elect Director Vance W. Tang	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	9	Yes	Elect Director Cindy L. Wallis-Lage	For	For	For	For	WITHHOLD votes for Franklin Myers, Darcy Anderson and Herman Bulls are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comfort Systems USA, Inc.	05/16/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Comfort Systems USA, Inc.	05/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Comfort Systems USA, Inc.	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Commercial Metals Company	01/11/2023	Management	1	Yes	Elect Director Peter R. Matt	For	For	For	For	Votes AGAINST Sarah Raiss are warranted for serving as a non-independent member of a key board committee. A vote FOR Peter R. Matt is warranted.
Commercial Metals Company	01/11/2023	Management	2	Yes	Elect Director Sarah E. Raiss	For	For	Against	Against	Votes AGAINST Sarah Raiss are warranted for serving as a non-independent member of a key board committee. A vote FOR Peter R. Matt is warranted.
Commercial Metals Company	01/11/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Commercial Metals Company	01/11/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Commercial Vehicle Group, Inc.	05/11/2023	Management	1	Yes	Elect Director Harold C. Bevis	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/11/2023	Management	2	Yes	Elect Director Roger L. Fix	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/11/2023	Management	3	Yes	Elect Director Ruth Gratzke	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/11/2023	Management	4	Yes	Elect Director Robert C. Griffin	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/11/2023	Management	5	Yes	Elect Director J. Michael Nauman	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/11/2023	Management	6	Yes	Elect Director Wayne M. Rancourt	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/11/2023	Management	7	Yes	Elect Director James R. Ray	For	For	For	For	A vote FOR the director nominees is warranted.
Commercial Vehicle Group, Inc.	05/11/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Commercial Vehicle Group, Inc.	05/11/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Commercial Vehicle Group, Inc.	05/11/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton										
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CommScope Holding Company, Inc.	05/11/2023	Management	1	Yes	Elect Director Mary S. Chan	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	2	Yes	Elect Director Stephen (Steve) C. Gray	For	For	Against	Against	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	3	Yes	Elect Director L. William (Bill) Krause	For	For	Against	Against	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	4	Yes	Elect Director Joanne M. Maguire	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	5	Yes	Elect Director Thomas J. Manning	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	6	Yes	Elect Director Derrick A. Roman	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	7	Yes	Elect Director Charles L. Treadway	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	8	Yes	Elect Director Claudius (Bud) E. Watts, IV	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	9	Yes	Elect Director Timothy T. Yates	For	For	For	For	Votes AGAINST Stephen (Steve) Gray and L. William (Bill) Krause are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CommScope Holding Company, Inc.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CommScope Holding Company, Inc.	05/11/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
CommScope Holding Company, Inc.	05/11/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Community Bank System, Inc.	05/17/2023	Management	1	Yes	Elect Director Brian R. Ace	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Community Bank System, Inc.	05/17/2023	Management	2	Yes	Elect Director Mark J. Bolus	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	3	Yes	Elect Director Neil E. Fesette	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	4	Yes	Elect Director Jeffery J. Knauss	For	For	For	For	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	5	Yes	Elect Director Kerrie D. MacPherson	For	For	For	For	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	6	Yes	Elect Director John Parente	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	7	Yes	Elect Director Raymond C. Pecor, III	For	For	For	For	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	8	Yes	Elect Director Susan E. Skerritt	For	For	For	For	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Community Bank System, Inc.	05/17/2023	Management	9	Yes	Elect Director Sally A. Steele	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	10	Yes	Elect Director Eric E. Stickels	For	For	For	For	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	11	Yes	Elect Director Mark E. Tryniski	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	12	Yes	Elect Director John F. Whipple, Jr.	For	For	Withhold	Withhold	Votes AGAINST non-independent nominees Mark Tryniski, Brian Ace, Mark Bolus, Neil Fesette, John Parente, Sally Steele and John Whipple Jr. are warranted for lack of a majority independent board. Votes AGAINST Brian Ace, Mark Bolus, Neil Fesette, Sally Steele and John Whipple Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Bank System, Inc.	05/17/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the pay-for-performance misalignment is sufficiently mitigated at this time as the annual incentive program was largely based on pre-set objective measures and half of the equity awards is performance-based. In addition, bonuses were earned below target aligned with company performance and payouts for the entire performance-based equity grant will be capped at target if the company's TSR is negative. However, the company made a sizable cash severance to a NEO upon his retirement, which does not appear to be involuntary. This is considered a problematic pay practice.
Community Bank System, Inc.	05/17/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Community Bank System, Inc.	05/17/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Community Health Systems, Inc.	05/09/2023	Management	1	Yes	Elect Director Susan W. Brooks	For	For	For	For	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Community Health Systems, Inc.	05/09/2023	Management	2	Yes	Elect Director John A. Clerico	For	For	Against	Against	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	3	Yes	Elect Director Michael Dinkins	For	For	For	For	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	4	Yes	Elect Director James S. Ely, III	For	For	Against	Against	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	5	Yes	Elect Director John A. Fry	For	For	Against	Against	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	6	Yes	Elect Director Joseph A. Hastings	For	For	For	For	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	7	Yes	Elect Director Tim L. Hingtgen	For	For	Against	Against	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	8	Yes	Elect Director Elizabeth T. Hirsch	For	For	For	For	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Community Health Systems, Inc.	05/09/2023	Management	9	Yes	Elect Director William Norris Jennings	For	For	Against	Against	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	10	Yes	Elect Director K. Ranga Krishnan	For	For	For	For	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	11	Yes	Elect Director Wayne T. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	12	Yes	Elect Director H. James Williams	For	For	For	For	Votes AGAINST non-independent nominees Wayne Smith, Tim Hingtgen, John Clerico, James Ely III, John Fry and William Jennings are warranted for lack of a majority independent board. Votes AGAINST John Clerico, James Ely III, John Fry and William Jennings are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Health Systems, Inc.	05/09/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentives were primarily based on pre-set objective measures and were earned below target. In addition, half of the equity awards is performance-conditioned.
Community Health Systems, Inc.	05/09/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Community Health Systems, Inc.	05/09/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Community Health Systems, Inc.	05/09/2023	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Community Trust Bancorp, Inc.	04/25/2023	Management	1	Yes	Elect Director Charles J. Baird	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Community Trust Bancorp, Inc.	04/25/2023	Management	2	Yes	Elect Director Franklin H. Farris, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	3	Yes	Elect Director Mark A. Gooch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	4	Yes	Elect Director Eugenia Crittenden "Crit" Luallen	For	For	For	For	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	5	Yes	Elect Director Ina Michelle Matthews	For	For	For	For	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	6	Yes	Elect Director James E. McGhee, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	7	Yes	Elect Director Franky Minnifield	For	For	For	For	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	8	Yes	Elect Director M. Lynn Parrish	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Community Trust Bancorp, Inc.	04/25/2023	Management	9	Yes	Elect Director Anthony W. St. Charles	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	10	Yes	Elect Director Chad C. Street	For	For	For	For	WITHHOLD votes for non-independent nominees M. Lynn Parrish, Mark Gooch, Charles Baird III, James McGhee II and Anthony St. Charles are warranted for lack of a majority independent board. WITHHOLD votes for M. Lynn Parrish, James McGhee II and Anthony St. Charles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Community Trust Bancorp, Inc.	04/25/2023	Management	11	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Community Trust Bancorp, Inc.	04/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision and lacks certain risk-mitigating provisions in its compensation program.
Community Trust Bancorp, Inc.	04/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Compass Minerals International, Inc.	02/15/2023	Management	1	Yes	Elect Director Kevin S. Crutchfield	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	2	Yes	Elect Director Jon A. Chisholm	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	3	Yes	Elect Director Richard P. Dealy	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	4	Yes	Elect Director Edward C. Dowling, Jr.	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	5	Yes	Elect Director Eric Ford	For	For	Against	Against	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	6	Yes	Elect Director Gareth T. Joyce	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	7	Yes	Elect Director Melissa M. Miller	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	8	Yes	Elect Director Joseph E. Reece	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	9	Yes	Elect Director Shane T. Wagnon	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Compass Minerals International, Inc.	02/15/2023	Management	10	Yes	Elect Director Lori A. Walker	For	For	For	For	Votes AGAINST Eric Ford are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Compass Minerals International, Inc.	02/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives are performance-based, with clearly disclosed goals, and long-term incentives are also predominantly performance contingent. While certain concerns are raised regarding the goal-setting for performance equity awards, FY22 grants were entirely performance contingent and the closing cycle grants were earned below-target. However, investors should continue to monitor long-term incentives given the increase in the value of equity awards as well as the expected removal of certain performance criteria for FY23 grants.
Compass Minerals International, Inc.	02/15/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Compass Minerals International, Inc.	02/15/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.43 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Compass Minerals International, Inc.	02/15/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Computer Programs and Systems, Inc.	05/11/2023	Management	1	Yes	Elect Director Regina M. Benjamin	For	For	For	For	A vote FOR all directors is warranted at this time.
Computer Programs and Systems, Inc.	05/11/2023	Management	2	Yes	Elect Director David A. Dye	For	For	For	For	A vote FOR all directors is warranted at this time.
Computer Programs and Systems, Inc.	05/11/2023	Management	3	Yes	Elect Director Christopher T. Hjelm	For	For	For	For	A vote FOR all directors is warranted at this time.
Computer Programs and Systems, Inc.	05/11/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Computer Programs and Systems, Inc.	05/11/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Computer Programs and Systems, Inc.	05/11/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CompX International Inc.	05/24/2023	Management	1	Yes	Elect Director Thomas E. Barry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CompX International Inc.	05/24/2023	Management	2	Yes	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
CompX International Inc.	05/24/2023	Management	3	Yes	Elect Director Terri L. Herrington	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
CompX International Inc.	05/24/2023	Management	4	Yes	Elect Director Scott C. James	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CompX International Inc.	05/24/2023	Management	5	Yes	Elect Director Kevin B. Kramer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
CompX International Inc.	05/24/2023	Management	6	Yes	Elect Director Ann Manix	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
CompX International Inc.	05/24/2023	Management	7	Yes	Elect Director Michael S. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.

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CompX International Inc.	05/24/2023	Management	8	Yes	Elect Director Mary A. Tidlund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Scott James, Ann Manix and Michael (Mike) Simmons are warranted for lack of a majority independent board. WITHHOLD votes are warranted for non-independent director nominees Loretta (Lori) Feehan, Scott James, Ann Manix, and Michael (Mike) Simmons due to the company's lack of a formal nominating committee. WITHHOLD votes for Ann Manix are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Thomas (Tom) Barry, Terri Herrington, Kevin Kramer, Ann Manix, and Mary Tidlund are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
CompX International Inc.	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each non-employee NEO, in addition to compensation paid to NEO employees, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.
CompX International Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Concentrix Corporation	03/23/2023	Management	1	Yes	Elect Director Chris Caldwell	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	2	Yes	Elect Director Teh-Chien Chou	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	3	Yes	Elect Director LaVerne H. Council	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	4	Yes	Elect Director Jennifer Deason	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	5	Yes	Elect Director Kathryn Hayley	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	6	Yes	Elect Director Kathryn Marinello	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	7	Yes	Elect Director Dennis Polk	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	8	Yes	Elect Director Ann Vezina	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Concentrix Corporation	03/23/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.
Concrete Pumping Holdings, Inc.	04/25/2023	Management	1	Yes	Elect Director Raymond Cheesman	For	For	For	For	WITHHOLD votes are warranted for governance and nominating committee chair Howard Morgan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights, and for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Concrete Pumping Holdings, Inc.	04/25/2023	Management	2	Yes	Elect Director Brian Hodges	For	For	For	For	WITHHOLD votes are warranted for governance and nominating committee chair Howard Morgan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights, and for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Concrete Pumping Holdings, Inc.	04/25/2023	Management	3	Yes	Elect Director Howard D. Morgan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance and nominating committee chair Howard Morgan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights, and for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Concrete Pumping Holdings, Inc.	04/25/2023	Management	4	Yes	Elect Director John M. Piecuch	For	For	For	For	WITHHOLD votes are warranted for governance and nominating committee chair Howard Morgan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impact shareholder rights, and for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Concrete Pumping Holdings, Inc.	04/25/2023	Management	5	Yes	Ratify PricewaterhouseCoopers, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Concrete Pumping Holdings, Inc.	04/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted for a lack of risk mitigators, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Concrete Pumping Holdings, Inc.	04/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Concrete Pumping Holdings, Inc.	04/25/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	Vote AGAINST as: * The plan permits repricing and exchange of grants without prior shareholder approval; * The plan permits cash buyout of awards without prior shareholder approval;
Conduent Incorporated	05/24/2023	Management	1	Yes	Elect Director Clifford Skelton	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	2	Yes	Elect Director Hunter Gary	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	3	Yes	Elect Director Kathy Higgins Victor	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	4	Yes	Elect Director Scott Letier	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	5	Yes	Elect Director Jesse A. Lynn	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	6	Yes	Elect Director Steven Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	7	Yes	Elect Director Michael Montelongo	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	8	Yes	Elect Director Margarita Palau-Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
Conduent Incorporated	05/24/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Conduent Incorporated	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Conduent Incorporated	05/24/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Conn's, Inc.	05/24/2023	Management	1	Yes	Elect Director Norman L. Miller	For	For	Against	Against	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Conn's, Inc.	05/24/2023	Management	2	Yes	Elect Director Karen M. Hartje	For	For	For	For	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Conn's, Inc.	05/24/2023	Management	3	Yes	Elect Director James H. Haworth	For	For	For	For	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Conn's, Inc.	05/24/2023	Management	4	Yes	Elect Director Bob L. Martin	For	Against	Against	Against	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Conn's, Inc.	05/24/2023	Management	5	Yes	Elect Director Douglas H. Martin	For	For	Against	Against	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Conn's, Inc.	05/24/2023	Management	6	Yes	Elect Director William E. Saunders, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Conn's, Inc.	05/24/2023	Management	7	Yes	Elect Director William (David) Schofman	For	For	Against	Against	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Conn's, Inc.	05/24/2023	Management	8	Yes	Elect Director Oded Shein	For	For	For	For	Votes AGAINST non-independent nominees Norman (Norm) Miller, Bob (Bobby) Martin, Douglas (Doug) Martin and William (David) Schofman are warranted for lack of a majority independent board. Votes AGAINST Bob (Bobby) Martin and William (David) Schofman are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Bob (Bobby) Martin is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Conn's, Inc.	05/24/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Conn's, Inc.	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Conn's, Inc.	05/24/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Conn's, Inc.	05/24/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.91 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ConnectOne Bancorp, Inc.	05/23/2023	Management	1	Yes	Elect Director Frank Sorrentino, III	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	2	Yes	Elect Director Stephen T. Boswell	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	3	Yes	Elect Director Frank W. Baier	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	4	Yes	Elect Director Frank Huttle, III	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	5	Yes	Elect Director Michael Kempner	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	6	Yes	Elect Director Elizabeth Magennis	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	7	Yes	Elect Director Nicholas Minoia	For	For	Withhold	Withhold	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	8	Yes	Elect Director Anson M. Moise	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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ConnectOne Bancorp, Inc.	05/23/2023	Management	9	Yes	Elect Director Katherin Nukk-Freeman	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	10	Yes	Elect Director Daniel Rifkin	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	11	Yes	Elect Director Mark Sokolich	For	For	For	For	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	12	Yes	Elect Director William A. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for Nicholas Minoia and William Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ConnectOne Bancorp, Inc.	05/23/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ConnectOne Bancorp, Inc.	05/23/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Two of the performance metrics underlying the annual incentive awards were set below the prior year's target and achieved result, leading to maximum level payouts during the year in review. The proxy lacks specific and compelling explanations for the lower goal setting. Furthermore, the sole relative metric underlying the performance-based equity awards targets mere median performance.
ConnectOne Bancorp, Inc.	05/23/2023	Management	15	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consensus Cloud Solutions, Inc.	06/15/2023	Management	1	Yes	Elect Director Elaine Healy	For	For	For	For	A vote FOR both director nominees is warranted.
Consensus Cloud Solutions, Inc.	06/15/2023	Management	2	Yes	Elect Director Stephen Ross	For	For	For	For	A vote FOR both director nominees is warranted.
Consensus Cloud Solutions, Inc.	06/15/2023	Management	3	No	Ratify BDO USA, LLP as Auditors- Withdrawn					
Consensus Cloud Solutions, Inc.	06/15/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CONSOL Energy Inc.	04/27/2023	Management	1	Yes	Elect Director William P. Powell	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/27/2023	Management	2	Yes	Elect Director Valli Perera	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/27/2023	Management	3	Yes	Elect Director James A. Brock	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/27/2023	Management	4	Yes	Elect Director John T. Mills	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/27/2023	Management	5	Yes	Elect Director Joseph P. Platt	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/27/2023	Management	6	Yes	Elect Director Cassandra Chia-Wei Pan	For	For	For	For	A vote FOR all director nominees is warranted.
CONSOL Energy Inc.	04/27/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CONSOL Energy Inc.	04/27/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	1	Yes	Elect Director Robert. J. Currey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consolidated Communications Holdings, Inc.	05/01/2023	Management	2	Yes	Elect Director Andrew S. Frey	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	3	Yes	Elect Director David G. Fuller	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	4	Yes	Elect Director Thomas A. Gerke	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	5	Yes	Elect Director Roger H. Moore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	6	Yes	Elect Director Maribeth S. Rahe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	7	Yes	Elect Director Marissa M. Solis	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	8	Yes	Elect Director C. Robert Udell, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Currey, C. Robert (Bob) Udell Jr., Roger Moore and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Roger Moore and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Consolidated Communications Holdings, Inc.	05/01/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Consolidated Water Co. Ltd.	05/23/2023	Management	1	Yes	Elect Director Linda Beidler-D'Aguilar	For	For	For	For	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2023	Management	2	Yes	Elect Director Brian E. Butler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2023	Management	3	Yes	Elect Director Carson K. Ebanks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2023	Management	4	Yes	Elect Director Clarence B. Flowers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2023	Management	5	Yes	Elect Director Frederick W. McTaggart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2023	Management	6	Yes	Elect Director Wilmer F. Pergande	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.

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Consolidated Water Co. Ltd.	05/23/2023	Management	7	Yes	Elect Director Leonard J. Sokolow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2023	Management	8	Yes	Elect Director Raymond Whittaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wilmer Pergande, Frederick McTaggart, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are warranted for lack of a majority independent board. WITHHOLD votes for Wilmer Pergande, Brian Butler, Carson Ebanks, Clarence Flowers Jr., Leonard Sokolow and Raymond Whittaker are also warranted for serving as non-independent members of a key board committee. Votes FOR Linda Beidler-D'Aguilar are warranted.
Consolidated Water Co. Ltd.	05/23/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Consolidated Water Co. Ltd.	05/23/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Consolidated Water Co. Ltd.	05/23/2023	Management	11	Yes	Approve Marcum LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cooper-Standard Holdings Inc.	05/18/2023	Management	1	Yes	Elect Director John G. Boss	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	2	Yes	Elect Director Jeffrey S. Edwards	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	3	Yes	Elect Director Richard J. Freeland	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	4	Yes	Elect Director Adriana E. Macouzet-Flores	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	5	Yes	Elect Director David J. Mastrocola	For	For	Against	Against	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	6	Yes	Elect Director Christine M. Moore	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	7	Yes	Elect Director Robert J. Remenar	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	8	Yes	Elect Director Sonya F. Sepahban	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	9	Yes	Elect Director Thomas W. Sidlik	For	For	For	For	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cooper-Standard Holdings Inc.	05/18/2023	Management	10	Yes	Elect Director Stephen A. Van Oss	For	For	Against	Against	Votes AGAINST David Mastrocola and Stephen Van Oss are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cooper-Standard Holdings Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. Annual cash bonuses are primarily based on pre-set objective measures and earned below target, aligned with company performance. In addition, equity awards are predominantly performance-conditioned and performance awards were forfeited when goals were not met.
Cooper-Standard Holdings Inc.	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cooper-Standard Holdings Inc.	05/18/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cooper-Standard Holdings Inc.	05/18/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cooper-Standard Holdings Inc.	05/18/2023	Management	15	Yes	Ratify Section 382 Rights Agreement	For	For	For	For	A vote FOR this proposal is warranted, as the deferred tax assets arising from the company's net operating losses are material and would provide significant economic benefit in the event that the company achieves profitability.
Corcept Therapeutics Incorporated	05/19/2023	Management	1	Yes	Elect Director Gregg Alton	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	2	Yes	Elect Director G. Leonard Baker, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	3	Yes	Elect Director Joseph K. Belanoff	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	4	Yes	Elect Director Gillian M. Cannon	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	5	Yes	Elect Director David L. Mahoney	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	6	Yes	Elect Director Joshua M. Murray	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	7	Yes	Elect Director Kimberly Park	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	8	Yes	Elect Director Daniel N. Swisher, Jr.	For	For	For	For	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	9	Yes	Elect Director James N. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Wilson, George Leonard Baker Jr. and David Mahoney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corcept Therapeutics Incorporated	05/19/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Corcept Therapeutics Incorporated	05/19/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Corcept Therapeutics Incorporated	05/19/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Corcept Therapeutics Incorporated	05/19/2023	Management	13	Yes	Amend Certificate of Incorporation to Reflect Delaware Law Provisions Allowing Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Core Laboratories N.V.	03/29/2023	Management	1	Yes	Change Jurisdiction of Incorporation from Netherlands to Delaware	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although shareholders would lose the right to approve share repurchases, capital reductions, and the issuance of authorized but unissued shares, and directors would be elected by a plurality vote standard, the board has presented a compelling rationale for the reincorporation and alignment of the country of incorporation with the country of listing.
Core Laboratories N.V.	03/29/2023	Management	2	Yes	Amend Articles of Association and Authorization to Execute the Deed of Amendment	For	For	For	For	A vote FOR this proposal is warranted, with caution, as the underlying transaction (Item 1) warrants support.
Core Laboratories N.V.	04/03/2023	Management	1	Yes	Change Jurisdiction of Incorporation from Grand Duchy of Luxembourg to Delaware	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although shareholders would lose the right to approve share repurchases, capital reductions, and the issuance of authorized but unissued shares, and directors would be elected by a plurality vote standard, the board has presented a compelling rationale for the reincorporation and alignment of the country of incorporation with the country of listing.
Covenant Logistics Group, Inc.	05/17/2023	Management	1	Yes	Elect Director David R. Parker	For	For	For	For	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	2	Yes	Elect Director Benjamin S. Carson, Sr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	3	Yes	Elect Director Joey B. Hogan	For	For	For	For	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	4	Yes	Elect Director D. Michael Kramer	For	For	For	For	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Covenant Logistics Group, Inc.	05/17/2023	Management	5	Yes	Elect Director Bradley A. Moline	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	6	Yes	Elect Director Rachel Parker-Hatchett	For	For	For	For	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	7	Yes	Elect Director Tracy L. Rosser	For	For	For	For	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	8	Yes	Elect Director Herbert J. Schmidt	For	Withhold	Withhold	Withhold	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	9	Yes	Elect Director W. Miller Welborn	For	For	For	For	WITHHOLD votes for Bradley Moline are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Benjamin Carson Sr., Bradley Moline, and Herbert Schmidt for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Covenant Logistics Group, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Covenant Logistics Group, Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Covenant Logistics Group, Inc.	05/17/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Covenant Logistics Group, Inc.	05/17/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.05 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Crane NXT Co.	06/05/2023	Management	1	Yes	Elect Director Michael Dinkins	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Crane NXT Co.	06/05/2023	Management	2	Yes	Elect Director William Grogan	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	3	Yes	Elect Director Cristen Kogl	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	4	Yes	Elect Director Ellen McClain	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	5	Yes	Elect Director Max H. Mitchell	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	6	Yes	Elect Director Aaron W. Saak	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	7	Yes	Elect Director John S. Stroup	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	8	Yes	Elect Director James L. L. Tullis	For	For	Against	Against	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crane NXT Co.	06/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Crane NXT Co.	06/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Crawford & Company	05/12/2023	Management	1	Yes	Elect Director Dame Inga K. Beale	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	2	Yes	Elect Director Joseph O. Blanco	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	3	Yes	Elect Director Cameron M. Bready	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	4	Yes	Elect Director Jesse C. Crawford	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	5	Yes	Elect Director Jesse C. Crawford, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Crawford & Company	05/12/2023	Management	6	Yes	Elect Director Lisa G. Hannusch	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	7	Yes	Elect Director Michelle E. Jarrard	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	8	Yes	Elect Director Charles H. Ogburn	For	For	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	9	Yes	Elect Director Rahul Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	10	Yes	Elect Director Rohit Verma	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Crawford & Company	05/12/2023	Management	11	Yes	Elect Director D. Richard Williams	For	For	For	For	WITHHOLD votes for Jesse C. Crawford Jr., Jesse C. Crawford and Charles Ogburn are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Jesse Crawford Jr., Jesse Crawford, Lisa Hannusch, and Rahul Patel for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Jesse Crawford as his ownership of a majority of the Class B shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Crawford & Company	05/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Crawford & Company	05/12/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Crawford & Company	05/12/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Credit Acceptance Corporation	06/02/2023	Management	1	Yes	Elect Director Kenneth S. Booth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	2	Yes	Elect Director Glenda J. Flanagan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	3	Yes	Elect Director Vinayak R. Hegde	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	4	Yes	Elect Director Thomas N. Tryforos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	5	Yes	Elect Director Scott J. Vassalluzzo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Credit Acceptance Corporation	06/02/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Credit Acceptance Corporation	06/02/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Credit Acceptance Corporation	06/02/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crinetics Pharmaceuticals, Inc.	06/16/2023	Management	1	Yes	Elect Director Caren Deardorf	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Caren Deardorf and Stephanie Okey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Weston Nichols is warranted.

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Crinetics Pharmaceuticals, Inc.	06/16/2023	Management	2	Yes	Elect Director Weston Nichols	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Caren Deardorf and Stephanie Okey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Weston Nichols is warranted.
Crinetics Pharmaceuticals, Inc.	06/16/2023	Management	3	Yes	Elect Director Stephanie S. Okey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Caren Deardorf and Stephanie Okey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Weston Nichols is warranted.
Crinetics Pharmaceuticals, Inc.	06/16/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Crinetics Pharmaceuticals, Inc.	06/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company uses above-median benchmarking; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The performance metrics for the company's long-term incentive plans are not disclosed.
Crinetics Pharmaceuticals, Inc.	06/16/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cross Country Healthcare, Inc.	05/16/2023	Management	1	Yes	Elect Director Kevin C. Clark	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/16/2023	Management	2	Yes	Elect Director Dwayne Allen	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/16/2023	Management	3	Yes	Elect Director Venkat Bhamidipati	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/16/2023	Management	4	Yes	Elect Director W. Larry Cash	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cross Country Healthcare, Inc.	05/16/2023	Management	5	Yes	Elect Director Gale Fitzgerald	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/16/2023	Management	6	Yes	Elect Director John A. Martins	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/16/2023	Management	7	Yes	Elect Director Janice E. Nevin	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/16/2023	Management	8	Yes	Elect Director Mark Perlberg	For	For	For	For	Votes AGAINST non-independent nominees Kevin Clark, John Martins, W. Larry Cash and Gale Fitzgerald are warranted for lack of a majority independent board. Votes AGAINST W. Larry Cash and Gale Fitzgerald are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cross Country Healthcare, Inc.	05/16/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cross Country Healthcare, Inc.	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cross Country Healthcare, Inc.	05/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CSG Systems International, Inc.	05/17/2023	Management	1	Yes	Elect Director Rachel A. Barger	For	For	For	For	A vote FOR all director nominees is warranted.
CSG Systems International, Inc.	05/17/2023	Management	2	Yes	Elect Director David G. Barnes	For	For	For	For	A vote FOR all director nominees is warranted.
CSG Systems International, Inc.	05/17/2023	Management	3	Yes	Elect Director Rajan Naik	For	For	For	For	A vote FOR all director nominees is warranted.
CSG Systems International, Inc.	05/17/2023	Management	4	Yes	Elect Director Haiyan Song	For	For	For	For	A vote FOR all director nominees is warranted.
CSG Systems International, Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CSG Systems International, Inc.	05/17/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CSG Systems International, Inc.	05/17/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.39 percent is excessive. * The plan allows for company loans to officers for the exercise of stock options. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CSG Systems International, Inc.	05/17/2023	Management	8	Yes	Amend Charter to Permit the Exculpation of Officers Consistent with Changes to Delaware General Corporation Law	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
CSG Systems International, Inc.	05/17/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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CSP Inc.	02/07/2023	Management	1	Yes	Elect Director Victor Dellovo	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/07/2023	Management	2	Yes	Elect Director Charles Blackmon	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/07/2023	Management	3	Yes	Elect Director Ismail "Izzy" Azeri	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/07/2023	Management	4	Yes	Elect Director C. Shelton James	For	For	Withhold	Withhold	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/07/2023	Management	5	Yes	Elect Director Marilyn T. Smith	For	For	For	For	WITHHOLD votes for C. Shelton James are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CSP Inc.	02/07/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a single trigger change in control provision.
CSP Inc.	02/07/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
CSP Inc.	02/07/2023	Management	8	Yes	Ratify RSM US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CTS Corporation	05/11/2023	Management	1	Yes	Elect Director Donna M. Costello	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/11/2023	Management	2	Yes	Elect Director William S. Johnson	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/11/2023	Management	3	Yes	Elect Director Kieran M. O'Sullivan	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/11/2023	Management	4	Yes	Elect Director Robert A. Profusek	For	For	Against	Against	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/11/2023	Management	5	Yes	Elect Director Randy L. Stone	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/11/2023	Management	6	Yes	Elect Director Alfonso G. Zulueta	For	For	For	For	Votes AGAINST Robert Profusek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CTS Corporation	05/11/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
CTS Corporation	05/11/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CTS Corporation	05/11/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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CTS Corporation	05/11/2023	Shareholder	10	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
Cue Biopharma, Inc.	06/07/2023	Management	1	Yes	Elect Director Daniel R. Passeri	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Frank Morich given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cue Biopharma, Inc.	06/07/2023	Management	2	Yes	Elect Director Frank Morich	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Frank Morich given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cue Biopharma, Inc.	06/07/2023	Management	3	Yes	Elect Director Frederick Driscoll	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Frank Morich given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cue Biopharma, Inc.	06/07/2023	Management	4	Yes	Elect Director Aaron Fletcher	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Frank Morich given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cue Biopharma, Inc.	06/07/2023	Management	5	Yes	Elect Director Peter A. Kiener	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Frank Morich given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cue Biopharma, Inc.	06/07/2023	Management	6	Yes	Elect Director Patrick Verheyen	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Frank Morich given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cue Biopharma, Inc.	06/07/2023	Management	7	Yes	Elect Director Pamela D. Garzone	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Frank Morich given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Cue Biopharma, Inc.	06/07/2023	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Cue Biopharma, Inc.	06/07/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cue Biopharma, Inc.	06/07/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cumulus Media Inc.	04/26/2023	Management	1	Yes	Elect Director Mary G. Berner	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	04/26/2023	Management	2	Yes	Elect Director Matthew C. Blank	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	04/26/2023	Management	3	Yes	Elect Director Thomas H. Castro	For	For	For	For	A vote FOR all director nominees is warranted.

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Cumulus Media Inc.	04/26/2023	Management	4	Yes	Elect Director Deborah A. Farrington	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	04/26/2023	Management	5	Yes	Elect Director Joan Hogan Gillman	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	04/26/2023	Management	6	Yes	Elect Director Andrew W. Hobson	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	04/26/2023	Management	7	Yes	Elect Director Brian G. Kushner	For	For	For	For	A vote FOR all director nominees is warranted.
Cumulus Media Inc.	04/26/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cumulus Media Inc.	04/26/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cumulus Media Inc.	04/26/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.10 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cumulus Media Inc.	04/26/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CURO Group Holdings Corp.	06/14/2023	Management	1	Yes	Elect Director Douglas Clark	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/14/2023	Management	2	Yes	Elect Director Chad Faulkner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/14/2023	Management	3	Yes	Elect Director Andrew Frawley	For	For	For	For	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/14/2023	Management	4	Yes	Elect Director David Kirchheimer	For	For	For	For	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/14/2023	Management	5	Yes	Elect Director Chris Masto	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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CURO Group Holdings Corp.	06/14/2023	Management	6	Yes	Elect Director Mike McKnight	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/14/2023	Management	7	Yes	Elect Director Gillian Van Schaick	For	For	For	For	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/14/2023	Management	8	Yes	Elect Director Issac Vaughn	For	For	For	For	WITHHOLD votes for non-independent nominees Chadwick (Chad) Faulkner, Douglas (Doug) Clark, Christopher (Chris) Masto and Michael (Mike) McKnight are warranted for lack of a majority independent board. WITHHOLD votes for Christopher (Chris) Masto are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CURO Group Holdings Corp.	06/14/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CURO Group Holdings Corp.	06/14/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Curtiss-Wright Corporation	05/04/2023	Management	1	Yes	Elect Director Lynn M. Bamford	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	2	Yes	Elect Director Dean M. Flatt	For	For	Withhold	Withhold	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	3	Yes	Elect Director S. Marce Fuller	For	For	Withhold	Withhold	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	4	Yes	Elect Director Bruce D. Hoechner	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	5	Yes	Elect Director Glenda J. Minor	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	6	Yes	Elect Director Anthony J. Moraco	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	7	Yes	Elect Director William F. Moran	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Curtiss-Wright Corporation	05/04/2023	Management	8	Yes	Elect Director Robert J. Rivet	For	For	Withhold	Withhold	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	9	Yes	Elect Director Peter C. Wallace	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	10	Yes	Elect Director Larry D. Wyche	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Curtiss-Wright Corporation	05/04/2023	Management	12	Yes	Amend Executive Incentive Bonus Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan's individual award limit is excessive. * The Compensation Committee administering the plan is not composed entirely of independent directors.
Curtiss-Wright Corporation	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Although a concern is noted, a vote AGAINST this proposal is warranted because: * The company provided an excessive financial planning perquisite to the CEO; * The company's change-in-control agreements with certain executives contain an auto-accelerated equity vesting provision; and * There is a lack of full disclosure of STI and LTI metrics and goals.
Curtiss-Wright Corporation	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cushman & Wakefield Plc	05/11/2023	Management	1	Yes	Elect Director Brett White	For	For	Against	Against	Votes AGAINST Governance Committee member Jodie McLean are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. Votes AGAINST W. Brett White are warranted for serving as a non-independent board chair. A vote FOR Billie Williamson is warranted.
Cushman & Wakefield Plc	05/11/2023	Management	2	Yes	Elect Director Jodie McLean	For	Against	Against	Against	Votes AGAINST Governance Committee member Jodie McLean are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. Votes AGAINST W. Brett White are warranted for serving as a non-independent board chair. A vote FOR Billie Williamson is warranted.
Cushman & Wakefield Plc	05/11/2023	Management	3	Yes	Elect Director Billie Williamson	For	For	For	For	Votes AGAINST Governance Committee member Jodie McLean are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. Votes AGAINST W. Brett White are warranted for serving as a non-independent board chair. A vote FOR Billie Williamson is warranted.
Cushman & Wakefield Plc	05/11/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cushman & Wakefield Plc	05/11/2023	Management	5	Yes	Ratify KPMG LLP as UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cushman & Wakefield Plc	05/11/2023	Management	6	Yes	Authorize Audit Committee to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified

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Cushman & Wakefield Plc	05/11/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Some concerns are raised by the executive chairman's relatively large, guaranteed equity award, as well as the non-disclosure of forward-looking goals for PSUs. However, all FY22 equity awards are half performance-conditioned, annual incentives are based on pre-set financial metrics, and both the bonus and closing-cycle PSUs were earned below target, in line with company performance. Shareholders may wish to continue monitoring the LTI program for the concerns noted above.
Cushman & Wakefield Plc	05/11/2023	Management	8	Yes	Approve Director Compensation Report	For	For	For	For	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a vote FOR this item is warranted.
Cushman & Wakefield Plc	05/11/2023	Management	9	Yes	Approve Director Compensation Policy	For	For	For	For	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a vote FOR this item is warranted.
Cushman & Wakefield Plc	05/11/2023	Management	10	Yes	Approve the Directors' Authority to Allot Shares	For	Against	Against	Against	A vote AGAINST these resolutions is warranted because the proposed size and duration on share issuance authorities are considered excessive.
Cushman & Wakefield Plc	05/11/2023	Management	11	Yes	Approve the Disapplication of Statutory Pre-Emption Rights	For	Against	Against	Against	A vote AGAINST these resolutions is warranted because the proposed size and duration on share issuance authorities are considered excessive.
Customers Bancorp, Inc.	05/30/2023	Management	1	Yes	Elect Director Robert N. Mackay	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Rob) Mackay, T. Lawrence Way and Steven (Steve) Zuckerman are warranted for lack of a majority independent board. Votes AGAINST T. Lawrence Way and Steven (Steve) Zuckerman are also warranted for serving as non-independent members of a key board committee.
Customers Bancorp, Inc.	05/30/2023	Management	2	Yes	Elect Director T. Lawrence Way	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Rob) Mackay, T. Lawrence Way and Steven (Steve) Zuckerman are warranted for lack of a majority independent board. Votes AGAINST T. Lawrence Way and Steven (Steve) Zuckerman are also warranted for serving as non-independent members of a key board committee.
Customers Bancorp, Inc.	05/30/2023	Management	3	Yes	Elect Director Steven J. Zuckerman	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Rob) Mackay, T. Lawrence Way and Steven (Steve) Zuckerman are warranted for lack of a majority independent board. Votes AGAINST T. Lawrence Way and Steven (Steve) Zuckerman are also warranted for serving as non-independent members of a key board committee.
Customers Bancorp, Inc.	05/30/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Customers Bancorp, Inc.	05/30/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
Customers Bancorp, Inc.	05/30/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
CVB Financial Corp.	05/17/2023	Management	1	Yes	Elect Director George A. Borba, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
CVB Financial Corp.	05/17/2023	Management	2	Yes	Elect Director David A. Brager	For	For	For	For	A vote FOR all director nominees is warranted.
CVB Financial Corp.	05/17/2023	Management	3	Yes	Elect Director Stephen A. Del Guercio	For	For	For	For	A vote FOR all director nominees is warranted.
CVB Financial Corp.	05/17/2023	Management	4	Yes	Elect Director Anna Kan	For	For	For	For	A vote FOR all director nominees is warranted.
CVB Financial Corp.	05/17/2023	Management	5	Yes	Elect Director Jane Olvera Majors	For	For	For	For	A vote FOR all director nominees is warranted.
CVB Financial Corp.	05/17/2023	Management	6	Yes	Elect Director Raymond V. O'Brien, III	For	For	For	For	A vote FOR all director nominees is warranted.
CVB Financial Corp.	05/17/2023	Management	7	Yes	Elect Director Hal W. Oswalt	For	For	For	For	A vote FOR all director nominees is warranted.

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CVB Financial Corp.	05/17/2023	Management	8	Yes	Elect Director Kimberly Sheehy	For	For	For	For	A vote FOR all director nominees is warranted.
CVB Financial Corp.	05/17/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CVB Financial Corp.	05/17/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CVB Financial Corp.	05/17/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CVR Energy, Inc.	06/01/2023	Management	1	Yes	Elect Director Jaffrey (Jay) A. Firestone	For	For	For	For	WITHHOLD votes for non-independent nominees Ted Papapostolou, David (Dave) Lamp, Hunter Gary, Stephen Mongillo and James Strock are warranted for lack of a majority independent board. WITHHOLD votes for Ted Papapostolou, Hunter Gary, Stephen Mongillo and James Strock are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James Strock for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Jaffrey (Jay) A. Firestone is warranted.
CVR Energy, Inc.	06/01/2023	Management	2	Yes	Elect Director Hunter C. Gary	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ted Papapostolou, David (Dave) Lamp, Hunter Gary, Stephen Mongillo and James Strock are warranted for lack of a majority independent board. WITHHOLD votes for Ted Papapostolou, Hunter Gary, Stephen Mongillo and James Strock are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James Strock for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Jaffrey (Jay) A. Firestone is warranted.
CVR Energy, Inc.	06/01/2023	Management	3	Yes	Elect Director David L. Lamp	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ted Papapostolou, David (Dave) Lamp, Hunter Gary, Stephen Mongillo and James Strock are warranted for lack of a majority independent board. WITHHOLD votes for Ted Papapostolou, Hunter Gary, Stephen Mongillo and James Strock are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James Strock for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Jaffrey (Jay) A. Firestone is warranted.
CVR Energy, Inc.	06/01/2023	Management	4	Yes	Elect Director Stephen Mongillo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ted Papapostolou, David (Dave) Lamp, Hunter Gary, Stephen Mongillo and James Strock are warranted for lack of a majority independent board. WITHHOLD votes for Ted Papapostolou, Hunter Gary, Stephen Mongillo and James Strock are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James Strock for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Jaffrey (Jay) A. Firestone is warranted.

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CVR Energy, Inc.	06/01/2023	Management	5	Yes	Elect Director Ted Papapostolou	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ted Papapostolou, David (Dave) Lamp, Hunter Gary, Stephen Mongillo and James Strock are warranted for lack of a majority independent board. WITHHOLD votes for Ted Papapostolou, Hunter Gary, Stephen Mongillo and James Strock are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James Strock for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Jaffrey (Jay) A. Firestone is warranted.
CVR Energy, Inc.	06/01/2023	Management	6	Yes	Elect Director James M. Strock	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ted Papapostolou, David (Dave) Lamp, Hunter Gary, Stephen Mongillo and James Strock are warranted for lack of a majority independent board. WITHHOLD votes for Ted Papapostolou, Hunter Gary, Stephen Mongillo and James Strock are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman James Strock for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Jaffrey (Jay) A. Firestone is warranted.
CVR Energy, Inc.	06/01/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CVR Energy, Inc.	06/01/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CVR Energy, Inc.	06/01/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CymaBay Therapeutics, Inc.	06/01/2023	Management	1	Yes	Elect Director Sujal Shah	For	For	For	For	WITHHOLD votes for Thomas Wiggins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CymaBay Therapeutics, Inc.	06/01/2023	Management	2	Yes	Elect Director Janet Dorling	For	For	For	For	WITHHOLD votes for Thomas Wiggins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CymaBay Therapeutics, Inc.	06/01/2023	Management	3	Yes	Elect Director Eric Lefebvre	For	For	For	For	WITHHOLD votes for Thomas Wiggins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CymaBay Therapeutics, Inc.	06/01/2023	Management	4	Yes	Elect Director Caroline Loewy	For	For	For	For	WITHHOLD votes for Thomas Wiggins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CymaBay Therapeutics, Inc.	06/01/2023	Management	5	Yes	Elect Director Kurt von Emster	For	For	For	For	WITHHOLD votes for Thomas Wiggins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CymaBay Therapeutics, Inc.	06/01/2023	Management	6	Yes	Elect Director Thomas G. Wiggins	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Wiggins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CymaBay Therapeutics, Inc.	06/01/2023	Management	7	Yes	Elect Director Robert J. Wills	For	For	For	For	WITHHOLD votes for Thomas Wiggins are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CymaBay Therapeutics, Inc.	06/01/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.62 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
CymaBay Therapeutics, Inc.	06/01/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CymaBay Therapeutics, Inc.	06/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
CytoSorbents Corporation	06/06/2023	Management	1	Yes	Elect Director Phillip P. Chan	For	For	For	For	Votes AGAINST Edward Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CytoSorbents Corporation	06/06/2023	Management	2	Yes	Elect Director Edward R. Jones	For	For	Against	Against	Votes AGAINST Edward Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CytoSorbents Corporation	06/06/2023	Management	3	Yes	Elect Director Michael G. Bator	For	For	For	For	Votes AGAINST Edward Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CytoSorbents Corporation	06/06/2023	Management	4	Yes	Elect Director Alan D. Sobel	For	For	For	For	Votes AGAINST Edward Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CytoSorbents Corporation	06/06/2023	Management	5	Yes	Elect Director Jiny Kim	For	For	For	For	Votes AGAINST Edward Jones are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CytoSorbents Corporation	06/06/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CytoSorbents Corporation	06/06/2023	Management	7	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Daily Journal Corporation	02/15/2023	Management	1	Yes	Elect Director Charles T. Munger	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Myhill-Jones and Charles Munger are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST board chair Steven Myhill-Jones are further warranted for the lack of racial or ethnic diversity on the board. A vote FOR director nominee John Frank is warranted.
Daily Journal Corporation	02/15/2023	Management	2	Yes	Elect Director Mary Conlin	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Myhill-Jones and Charles Munger are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST board chair Steven Myhill-Jones are further warranted for the lack of racial or ethnic diversity on the board. A vote FOR director nominee John Frank is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Daily Journal Corporation	02/15/2023	Management	3	Yes	Elect Director John B. Frank	For	For	For	For	Votes AGAINST non-independent nominees Steven Myhill-Jones and Charles Munger are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST board chair Steven Myhill-Jones are further warranted for the lack of racial or ethnic diversity on the board. A vote FOR director nominee John Frank is warranted.
Daily Journal Corporation	02/15/2023	Management	4	Yes	Elect Director Steven Myhill-Jones	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Myhill-Jones and Charles Munger are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. Votes AGAINST Charles Munger are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Audit Committee members Charles Munger and Mary Conlin are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. Votes AGAINST board chair Steven Myhill-Jones are further warranted for the lack of racial or ethnic diversity on the board. A vote FOR director nominee John Frank is warranted.
Daily Journal Corporation	02/15/2023	Management	5	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Daily Journal Corporation	02/15/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Daily Journal Corporation	02/15/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dakota Gold Corp.	05/16/2023	Management	1	Yes	Elect Director Robert Quartermain	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Amy Koenig for failing to establish racial/ethnic diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee members Robert Quartermain and Jennifer Grafton is warranted, with caution. The pay-for-performance misalignment is somewhat mitigated at this time as a significant portion of the CEO's elevated pay primarily relates to the pre-merger entity. However, while half of the equity awards that the company will provide its NEOs beginning in 2023 will be performance-based, such performance-based awards appear to be subject to annual measurement periods. Continued monitoring is warranted. Votes FOR the remaining director nominees are warranted.
Dakota Gold Corp.	05/16/2023	Management	2	Yes	Elect Director Stephen O'Rourke	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Amy Koenig for failing to establish racial/ethnic diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee members Robert Quartermain and Jennifer Grafton is warranted, with caution. The pay-for-performance misalignment is somewhat mitigated at this time as a significant portion of the CEO's elevated pay primarily relates to the pre-merger entity. However, while half of the equity awards that the company will provide its NEOs beginning in 2023 will be performance-based, such performance-based awards appear to be subject to annual measurement periods. Continued monitoring is warranted. Votes FOR the remaining director nominees are warranted.

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Dakota Gold Corp.	05/16/2023	Management	3	Yes	Elect Director Jonathan Awde	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Amy Koenig for failing to establish racial/ethnic diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee members Robert Quartermain and Jennifer Grafton is warranted, with caution. The pay-for-performance misalignment is somewhat mitigated at this time as a significant portion of the CEO's elevated pay primarily relates to the pre-merger entity. However, while half of the equity awards that the company will provide its NEOs beginning in 2023 will be performance-based, such performance-based awards appear to be subject to annual measurement periods. Continued monitoring is warranted. Votes FOR the remaining director nominees are warranted.
Dakota Gold Corp.	05/16/2023	Management	4	Yes	Elect Director Gerald Aberle	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Amy Koenig for failing to establish racial/ethnic diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee members Robert Quartermain and Jennifer Grafton is warranted, with caution. The pay-for-performance misalignment is somewhat mitigated at this time as a significant portion of the CEO's elevated pay primarily relates to the pre-merger entity. However, while half of the equity awards that the company will provide its NEOs beginning in 2023 will be performance-based, such performance-based awards appear to be subject to annual measurement periods. Continued monitoring is warranted. Votes FOR the remaining director nominees are warranted.
Dakota Gold Corp.	05/16/2023	Management	5	Yes	Elect Director Jennifer S. Grafton	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Amy Koenig for failing to establish racial/ethnic diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee members Robert Quartermain and Jennifer Grafton is warranted, with caution. The pay-for-performance misalignment is somewhat mitigated at this time as a significant portion of the CEO's elevated pay primarily relates to the pre-merger entity. However, while half of the equity awards that the company will provide its NEOs beginning in 2023 will be performance-based, such performance-based awards appear to be subject to annual measurement periods. Continued monitoring is warranted. Votes FOR the remaining director nominees are warranted.
Dakota Gold Corp.	05/16/2023	Management	6	Yes	Elect Director Amy K. Koenig	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Amy Koenig for failing to establish racial/ethnic diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee members Robert Quartermain and Jennifer Grafton is warranted, with caution. The pay-for-performance misalignment is somewhat mitigated at this time as a significant portion of the CEO's elevated pay primarily relates to the pre-merger entity. However, while half of the equity awards that the company will provide its NEOs beginning in 2023 will be performance-based, such performance-based awards appear to be subject to annual measurement periods. Continued monitoring is warranted. Votes FOR the remaining director nominees are warranted.

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Dakota Gold Corp.	05/16/2023	Management	7	Yes	Elect Director Alice Schroeder	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Amy Koenig for failing to establish racial/ethnic diversity on the board. In the absence of a say-on-pay proposal, a vote FOR compensation committee members Robert Quartermain and Jennifer Grafton is warranted, with caution. The pay-for-performance misalignment is somewhat mitigated at this time as a significant portion of the CEO's elevated pay primarily relates to the pre-merger entity. However, while half of the equity awards that the company will provide its NEOs beginning in 2023 will be performance-based, such performance-based awards appear to be subject to annual measurement periods. Continued monitoring is warranted. Votes FOR the remaining director nominees are warranted.
Dakota Gold Corp.	05/16/2023	Management	8	Yes	Ratify Ham, Langston & Brezina, L.L.P. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Dakota Gold Corp.	05/16/2023	Management	9	Yes	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is excessive.
DallasNews Corporation	05/11/2023	Management	1	Yes	Elect Director John A. Beckert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Grant Moise, John Beckert, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for John Beckert, Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members John Beckert, Louis Caldera, Ronald (Ron) McCray and Dunia Shive are warranted as the board approved a new change-in-control agreement in the past year that contains a single-trigger provision. WITHHOLD votes for governance committee members John Beckert, Louis Caldera, Ronald McCray, and Dunia Shive are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Robert Decherd are also warranted as his ownership of the supervoting shares provide him with voting power control of the company.
DallasNews Corporation	05/11/2023	Management	2	Yes	Elect Director Louis E. Caldera	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Grant Moise, John Beckert, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for John Beckert, Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members John Beckert, Louis Caldera, Ronald (Ron) McCray and Dunia Shive are warranted as the board approved a new change-in-control agreement in the past year that contains a single-trigger provision. WITHHOLD votes for governance committee members John Beckert, Louis Caldera, Ronald McCray, and Dunia Shive are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Robert Decherd are also warranted as his ownership of the supervoting shares provide him with voting power control of the company.

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DallasNews Corporation	05/11/2023	Management	3	Yes	Elect Director Robert W. Decherd	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Grant Moise, John Beckert, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for John Beckert, Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members John Beckert, Louis Caldera, Ronald (Ron) McCray and Dunia Shive are warranted as the board approved a new change-in-control agreement in the past year that contains a single-trigger provision. WITHHOLD votes for governance committee members John Beckert, Louis Caldera, Ronald McCray, and Dunia Shive are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Robert Decherd are also warranted as his ownership of the supervoting shares provide him with voting power control of the company.
DallasNews Corporation	05/11/2023	Management	4	Yes	Elect Director Ronald D. McCray	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Grant Moise, John Beckert, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for John Beckert, Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members John Beckert, Louis Caldera, Ronald (Ron) McCray and Dunia Shive are warranted as the board approved a new change-in-control agreement in the past year that contains a single-trigger provision. WITHHOLD votes for governance committee members John Beckert, Louis Caldera, Ronald McCray, and Dunia Shive are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Robert Decherd are also warranted as his ownership of the supervoting shares provide him with voting power control of the company.
DallasNews Corporation	05/11/2023	Management	5	Yes	Elect Director Grant S. Moise	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Grant Moise, John Beckert, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for John Beckert, Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members John Beckert, Louis Caldera, Ronald (Ron) McCray and Dunia Shive are warranted as the board approved a new change-in-control agreement in the past year that contains a single-trigger provision. WITHHOLD votes for governance committee members John Beckert, Louis Caldera, Ronald McCray, and Dunia Shive are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Robert Decherd are also warranted as his ownership of the supervoting shares provide him with voting power control of the company.

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DallasNews Corporation	05/11/2023	Management	6	Yes	Elect Director Dunia A. Shive	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Decherd, Grant Moise, John Beckert, Louis Caldera and Ronald (Ron) McCray are warranted for lack of a majority independent board. WITHHOLD votes for John Beckert, Louis Caldera and Ronald (Ron) McCray are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members John Beckert, Louis Caldera, Ronald (Ron) McCray and Dunia Shive are warranted as the board approved a new change-in-control agreement in the past year that contains a single-trigger provision. WITHHOLD votes for governance committee members John Beckert, Louis Caldera, Ronald McCray, and Dunia Shive are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Robert Decherd are also warranted as his ownership of the supervoting shares provide him with voting power control of the company.
DallasNews Corporation	05/11/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
DallasNews Corporation	05/11/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into new NEO agreements that provide for problematic single-trigger cash severance.
DallasNews Corporation	05/11/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dana Incorporated	04/26/2023	Management	1	Yes	Elect Director Ernesto M. Hernandez	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	2	Yes	Elect Director Gary Hu	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	3	Yes	Elect Director Brett M. Icahn	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	4	Yes	Elect Director James K. Kamsickas	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	5	Yes	Elect Director Virginia A. Kamsky	For	For	Withhold	Withhold	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	6	Yes	Elect Director Bridget E. Karlin	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	7	Yes	Elect Director Michael J. Mack, Jr.	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	8	Yes	Elect Director R. Bruce McDonald	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	9	Yes	Elect Director Diarmuid B. O'Connell	For	For	For	For	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Dana Incorporated	04/26/2023	Management	10	Yes	Elect Director Keith E. Wandell	For	For	Withhold	Withhold	WITHHOLD votes for Keith Wandell and Virginia Kamsky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dana Incorporated	04/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Dana Incorporated	04/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dana Incorporated	04/26/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dana Incorporated	04/26/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from more independent oversight in the form of an independent chair.
Daseke, Inc.	06/08/2023	Management	1	Yes	Elect Director Bruce Blaise	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	2	Yes	Elect Director Brian Bonner	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	3	Yes	Elect Director Catharine Ellingsen	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	4	Yes	Elect Director Grant Garbers	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	5	Yes	Elect Director Melendy Lovett	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	6	Yes	Elect Director Charles 'Chuck' F. Serianni	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	7	Yes	Elect Director Jonathan Shepko	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	8	Yes	Elect Director Ena Williams	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	06/08/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Daseke, Inc.	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, the pay-for-performance misalignment is mitigated at this time. Short-term incentives are entirely performance-based and long-term incentives are primarily performance-based. Continued monitoring is warranted given that short- and long-term incentives primarily utilize the same performance metric.
Daseke, Inc.	06/08/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.21 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	1	Yes	Elect Director James P. Chambers	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	2	Yes	Elect Director Hamish A. Dodds	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	3	Yes	Elect Director Michael J. Griffith	For	For	Against	Against	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	4	Yes	Elect Director Gail Mandel	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	5	Yes	Elect Director Chris Morris	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	6	Yes	Elect Director Atish Shah	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	7	Yes	Elect Director Kevin M. Sheehan	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	8	Yes	Elect Director Jennifer Storms	For	For	For	For	Votes AGAINST Michael (Mike) Griffith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In FY22, a new CEO was appointed, which resulted in a significant increase in pay year-over-year. Half of the CEO's inducement equity awards represented PSUs and the annual-cycle equity awards were half performance based, with clear disclosure of all forward-looking targets. Additionally, the annual incentives were primarily based on objective pre-set metrics. Nonetheless, continued monitoring of the pay program is warranted as investors will expect CEO pay levels to normalize next year.
Day One Biopharmaceuticals, Inc.	06/22/2023	Management	1	Yes	Elect Director Scott Garland	For	For	For	For	WITHHOLD votes are warranted for governance committee member John Josey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee J. Scott Garland is warranted.
Day One Biopharmaceuticals, Inc.	06/22/2023	Management	2	Yes	Elect Director John Josey	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member John Josey given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee J. Scott Garland is warranted.
Day One Biopharmaceuticals, Inc.	06/22/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Day One Biopharmaceuticals, Inc.	06/22/2023	Management	4	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Deciphera Pharmaceuticals, Inc.	06/21/2023	Management	1	Yes	Elect Director Patricia L. Allen	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Edward Benz Jr. for failing to establish racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee member Edward Benz Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Deciphera Pharmaceuticals, Inc.	06/21/2023	Management	2	Yes	Elect Director Edward J. Benz, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Edward Benz Jr. for failing to establish racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee member Edward Benz Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Deciphera Pharmaceuticals, Inc.	06/21/2023	Management	3	Yes	Elect Director Dennis L. Walsh	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Edward Benz Jr. for failing to establish racial or ethnic diversity on the board. WITHHOLD votes are warranted for Governance Committee member Edward Benz Jr. given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Deciphera Pharmaceuticals, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
Deciphera Pharmaceuticals, Inc.	06/21/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Delek US Holdings, Inc.	05/03/2023	Management	1	Yes	Elect Director Ezra Uzi Yemin	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	2	Yes	Elect Director Avigal Soreq	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	3	Yes	Elect Director William J. Finnerty	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	4	Yes	Elect Director Richard J. Marcogliese	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	5	Yes	Elect Director Leonardo Moreno	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	6	Yes	Elect Director Gary M. Sullivan, Jr.	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	7	Yes	Elect Director Vicky Sutil	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Delek US Holdings, Inc.	05/03/2023	Management	8	Yes	Elect Director Laurie Z. Tolson	For	For	For	For	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	9	Yes	Elect Director Shlomo Zohar	For	For	Against	Against	Votes AGAINST Shlomo Zohar are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delek US Holdings, Inc.	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Delek US Holdings, Inc.	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Delek US Holdings, Inc.	05/03/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Delek US Holdings, Inc.	05/03/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Delta Apparel, Inc.	02/09/2023	Management	1	Yes	Elect Director Anita D. Britt	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/09/2023	Management	2	Yes	Elect Director J. Bradley Campbell	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/09/2023	Management	3	Yes	Elect Director Glenda E. Hood	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/09/2023	Management	4	Yes	Elect Director Robert W. Humphreys	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/09/2023	Management	5	Yes	Elect Director Sonya E. Medina	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/09/2023	Management	6	Yes	Elect Director A. Alexander Taylor, II	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/09/2023	Management	7	Yes	Elect Director David G. Whalen	For	For	For	For	A vote FOR the director nominees is warranted.
Delta Apparel, Inc.	02/09/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. The specific STI goals and actual performance were not disclosed. In addition, the CEO's equity awards lack performance criteria.
Delta Apparel, Inc.	02/09/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Delta Apparel, Inc.	02/09/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Deluxe Corporation	04/26/2023	Management	1	Yes	Elect Director William C. Cobb	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	2	Yes	Elect Director Paul R. Garcia	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	3	Yes	Elect Director Cheryl E. Mayberry McKissack	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	4	Yes	Elect Director Barry C. McCarthy	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	5	Yes	Elect Director Don J. McGrath	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	6	Yes	Elect Director Thomas J. Reddin	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Deluxe Corporation	04/26/2023	Management	7	Yes	Elect Director Martyn R. Redgrave	For	For	Withhold	Withhold	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	8	Yes	Elect Director John L. Stauch	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	9	Yes	Elect Director Telisa L. Yancy	For	For	For	For	WITHHOLD votes for Cheryl Mayberry McKissack, Don McGrath and Martyn Redgrave are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deluxe Corporation	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment has been mitigated at this time. Half of equity awards are performance-based and performance awards were forfeited when goals were not met.
Deluxe Corporation	04/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Deluxe Corporation	04/26/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Deluxe Corporation	04/26/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Denali Therapeutics Inc.	06/01/2023	Management	1	Yes	Elect Director Jennifer Cook	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Jennifer Cook and David Schenkein given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Ryan Watts, is warranted.
Denali Therapeutics Inc.	06/01/2023	Management	2	Yes	Elect Director David Schenkein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Jennifer Cook and David Schenkein given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Ryan Watts, is warranted.
Denali Therapeutics Inc.	06/01/2023	Management	3	Yes	Elect Director Ryan J. Watts	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Jennifer Cook and David Schenkein given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Ryan Watts, is warranted.
Denali Therapeutics Inc.	06/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Denali Therapeutics Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Denbury Inc.	06/01/2023	Management	1	Yes	Elect Director Kevin O. Meyers	For	For	Against	Against	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Denbury Inc.	06/01/2023	Management	2	Yes	Elect Director Anthony M. Abate	For	For	For	For	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Denbury Inc.	06/01/2023	Management	3	Yes	Elect Director Caroline G. Angoorly	For	For	For	For	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Denbury Inc.	06/01/2023	Management	4	Yes	Elect Director James N. Chapman	For	For	For	For	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Denbury Inc.	06/01/2023	Management	5	Yes	Elect Director Christian S. Kendall	For	For	For	For	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Denbury Inc.	06/01/2023	Management	6	Yes	Elect Director Lynn A. Peterson	For	For	For	For	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Denbury Inc.	06/01/2023	Management	7	Yes	Elect Director Brett R. Wiggs	For	For	For	For	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Denbury Inc.	06/01/2023	Management	8	Yes	Elect Director Cindy A. Yeilding	For	For	For	For	Votes AGAINST Kevin Meyers are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Denbury Inc.	06/01/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Denbury Inc.	06/01/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Denbury Inc.	06/01/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Denny's Corporation	05/17/2023	Management	1	Yes	Elect Director Bernadette S. Aulestia	For	For	For	For	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Denny's Corporation	05/17/2023	Management	2	Yes	Elect Director Olu Beck	For	For	For	For	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Denny's Corporation	05/17/2023	Management	3	Yes	Elect Director Gregg R. Dedrick	For	For	Against	Against	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Denny's Corporation	05/17/2023	Management	4	Yes	Elect Director Jose M. Gutierrez	For	For	For	For	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Denny's Corporation	05/17/2023	Management	5	Yes	Elect Director Brenda J. Lauderback	For	For	Against	Against	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Denny's Corporation	05/17/2023	Management	6	Yes	Elect Director John C. Miller	For	For	Against	Against	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Denny's Corporation	05/17/2023	Management	7	Yes	Elect Director Kelli F. Valade	For	For	Against	Against	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Denny's Corporation	05/17/2023	Management	8	Yes	Elect Director Laysha Ward	For	For	Against	Against	Votes AGAINST non-independent nominees Brenda Lauderback, Kelli Valade, Gregg Dedrick, John Miller and Laysha Ward are warranted for lack of a majority independent board. Votes AGAINST Brenda Lauderback, Gregg Dedrick and Laysha Ward are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Denny's Corporation	05/17/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Denny's Corporation	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentive was largely based on pre-set financial goals and over half of equity awards were subject to multi-year performance goals. While the relative TSR measure of the performance shares targets the index median, the earnout is capped at target for negative absolute TSR.
Denny's Corporation	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Denny's Corporation	05/17/2023	Shareholder	12	Yes	Report on Paid Sick Leave	Against	Against	For	For	A vote FOR this resolution is warranted, as shareholders would benefit from increased disclosure of the company's policies and practices with respect to employee health and well-being, and to more comprehensively assess the company's management of related risks.
Designer Brands Inc.	06/15/2023	Management	1	Yes	Elect Director Harvey L. Sonnenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Douglas (Doug) Howe, Harvey Sonnenberg and Allan Tanenbaum are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Sonnenberg and Allan Tanenbaum are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Peter Cobb and Allan Tanenbaum given the board's failure to remove or subject to a sunset requirement the multi-class capital structure.

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Designer Brands Inc.	06/15/2023	Management	2	Yes	Elect Director Allan J. Tanenbaum	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Douglas (Doug) Howe, Harvey Sonnenberg and Allan Tanenbaum are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Sonnenberg and Allan Tanenbaum are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Peter Cobb and Allan Tanenbaum given the board's failure to remove or subject to a sunset requirement the multi-class capital structure.
Designer Brands Inc.	06/15/2023	Management	3	Yes	Elect Director Peter S. Cobb	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Douglas (Doug) Howe, Harvey Sonnenberg and Allan Tanenbaum are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Sonnenberg and Allan Tanenbaum are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Peter Cobb and Allan Tanenbaum given the board's failure to remove or subject to a sunset requirement the multi-class capital structure.
Designer Brands Inc.	06/15/2023	Management	4	Yes	Elect Director Douglas M. Howe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Douglas (Doug) Howe, Harvey Sonnenberg and Allan Tanenbaum are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Sonnenberg and Allan Tanenbaum are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Peter Cobb and Allan Tanenbaum given the board's failure to remove or subject to a sunset requirement the multi-class capital structure.
Designer Brands Inc.	06/15/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Designer Brands Inc.	06/15/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Designer Brands Inc.	06/15/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DHI Group, Inc.	04/26/2023	Management	1	Yes	Elect Director Art Zeile	For	For	For	For	A vote FOR both director nominees is warranted.
DHI Group, Inc.	04/26/2023	Management	2	Yes	Elect Director Elizabeth Salomon	For	For	For	For	A vote FOR both director nominees is warranted.
DHI Group, Inc.	04/26/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DHI Group, Inc.	04/26/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
DHI Group, Inc.	04/26/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DHI Group, Inc.	04/26/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
DHT Holdings, Inc.	06/15/2023	Management	1	Yes	Elect Director Jeremy Kramer	For	For	For	For	A vote FOR the director nominee is warranted.
DHT Holdings, Inc.	06/15/2023	Management	2	Yes	Ratify Ernst & Young AS as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	1	Yes	Elect Director Heather E. Brilliant	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	2	Yes	Elect Director Richard S. Cooley	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Diamond Hill Investment Group, Inc.	05/11/2023	Management	3	Yes	Elect Director James F. Laird	For	For	Against	Against	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	4	Yes	Elect Director Paula R. Meyer	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	5	Yes	Elect Director Nicole R. St. Pierre	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	6	Yes	Elect Director L'Quentus Thomas	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	7	Yes	Elect Director Mark Zinkula	For	For	For	For	Votes AGAINST James (Jim) Laird are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Diamond Hill Investment Group, Inc.	05/11/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Digi International Inc.	01/27/2023	Management	1	Yes	Elect Director Satbir Khanuja	For	For	For	For	A vote FOR all director nominees is warranted.
Digi International Inc.	01/27/2023	Management	2	Yes	Elect Director Ronald E. Konezny	For	For	For	For	A vote FOR all director nominees is warranted.
Digi International Inc.	01/27/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Digi International Inc.	01/27/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Digi International Inc.	01/27/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Dillard's, Inc.	05/20/2023	Management	1	Yes	Elect Director James I. Freeman	For	For	Against	Against	Votes AGAINST non-independent nominees James Freeman, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR incumbent director nominees Robert (Rob) Holmes and John (Reynie) Rutledge is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/20/2023	Management	2	Yes	Elect Director Rob C. Holmes	For	For	For	For	Votes AGAINST non-independent nominees James Freeman, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR incumbent director nominees Robert (Rob) Holmes and John (Reynie) Rutledge is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/20/2023	Management	3	Yes	Elect Director Reynie Rutledge	For	For	For	For	Votes AGAINST non-independent nominees James Freeman, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR incumbent director nominees Robert (Rob) Holmes and John (Reynie) Rutledge is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.

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Dillard's, Inc.	05/20/2023	Management	4	Yes	Elect Director J.C. Watts, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees James Freeman, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR incumbent director nominees Robert (Rob) Holmes and John (Reynie) Rutledge is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/20/2023	Management	5	Yes	Elect Director Nick White	For	For	Against	Against	Votes AGAINST non-independent nominees James Freeman, Julius Caesar (J.C.) Watts Jr. and Nick White are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR incumbent director nominees Robert (Rob) Holmes and John (Reynie) Rutledge is warranted, with caution, for maintaining a dual-class capital structure that is not subject to reasonable time-based provision.
Dillard's, Inc.	05/20/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dillard's, Inc.	05/20/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Dillard's, Inc.	05/20/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dime Community Bancshares, Inc.	05/25/2023	Management	1	Yes	Elect Director Kenneth J. Mahon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	2	Yes	Elect Director Dennis A. Suskind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	3	Yes	Elect Director Paul M. Aguggia	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	4	Yes	Elect Director Rosemarie Chen	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Dime Community Bancshares, Inc.	05/25/2023	Management	5	Yes	Elect Director Michael P. Devine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	6	Yes	Elect Director Marcia Z. Hefter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	7	Yes	Elect Director Matthew A. Lindenbaum	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	8	Yes	Elect Director Albert E. McCoy, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	9	Yes	Elect Director Raymond A. Nielsen	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	10	Yes	Elect Director Kevin M. O'Connor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Dime Community Bancshares, Inc.	05/25/2023	Management	11	Yes	Elect Director Joseph J. Perry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	12	Yes	Elect Director Kevin Stein	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Mahon, Kevin O'Connor, Dennis Suskind, Michael Devine, Marcia Hefter, Albert McCoy Jr. and Joseph Perry are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Suskind, Michael Devine, Albert McCoy Jr. and Joseph Perry are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dime Community Bancshares, Inc.	05/25/2023	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dime Community Bancshares, Inc.	05/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive perquisite allowance to the CEO and COO.
Dime Community Bancshares, Inc.	05/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Diodes Incorporated	05/23/2023	Management	1	Yes	Elect Director Elizabeth (Beth) Bull	For	For	For	For	WITHHOLD votes for Michael Giordano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/23/2023	Management	2	Yes	Elect Director Angie Chen Button	For	For	For	For	WITHHOLD votes for Michael Giordano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/23/2023	Management	3	Yes	Elect Director Warren Chen	For	For	For	For	WITHHOLD votes for Michael Giordano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/23/2023	Management	4	Yes	Elect Director Michael R. Giordano	For	For	Withhold	Withhold	WITHHOLD votes for Michael Giordano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/23/2023	Management	5	Yes	Elect Director Keh-Shew Lu	For	For	For	For	WITHHOLD votes for Michael Giordano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/23/2023	Management	6	Yes	Elect Director Peter M. Menard	For	For	For	For	WITHHOLD votes for Michael Giordano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/23/2023	Management	7	Yes	Elect Director Christina Wen-Chi Sung	For	For	For	For	WITHHOLD votes for Michael Giordano are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Diodes Incorporated	05/23/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Diodes Incorporated	05/23/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Diodes Incorporated	05/23/2023	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Distribution Solutions Group, Inc.	05/19/2023	Management	1	Yes	Elect Director Andrew B. Albert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/19/2023	Management	2	Yes	Elect Director I. Steven Edelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/19/2023	Management	3	Yes	Elect Director Lee S. Hillman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/19/2023	Management	4	Yes	Elect Director J. Bryan King	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/19/2023	Management	5	Yes	Elect Director Mark F. Moon	For	For	For	For	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/19/2023	Management	6	Yes	Elect Director Bianca A. Rhodes	For	For	For	For	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/19/2023	Management	7	Yes	Elect Director M. Bradley Wallace	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Distribution Solutions Group, Inc.	05/19/2023	Management	8	Yes	Elect Director Robert S. Zamarripa	For	For	For	For	WITHHOLD votes for non-independent nominees John Bryan King, Lee Hillman, Andrew Albert, I. Steven Edelson and M. Bradley Wallace are warranted for lack of a majority independent board. WITHHOLD votes for Lee Hillman, Andrew Albert and I. Steven Edelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Distribution Solutions Group, Inc.	05/19/2023	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Distribution Solutions Group, Inc.	05/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Distribution Solutions Group, Inc.	05/19/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DLH Holdings Corp.	03/09/2023	Management	1	Yes	Elect Director Judith L. Bjornaas	For	For	For	For	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	2	Yes	Elect Director Martin J. Delaney	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	3	Yes	Elect Director Elder Granger	For	For	For	For	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	4	Yes	Elect Director Frances M. Murphy	For	For	For	For	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	5	Yes	Elect Director Zachary C. Parker	For	For	For	For	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	6	Yes	Elect Director Frederick G. Wasserman	For	For	Withhold	Withhold	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	7	Yes	Elect Director Austin J. Yerks, III	For	For	For	For	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	8	Yes	Elect Director Stephen J. Zelkowicz	For	For	For	For	WITHHOLD votes for Frederick (Rick) Wasserman and Martin Delaney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DLH Holdings Corp.	03/09/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
DLH Holdings Corp.	03/09/2023	Management	10	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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DMC Global Inc.	05/10/2023	Management	1	Yes	Elect Director David C. Aldous	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Dick) Graff, David Aldous, and Robert Cohen are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Graff and Robert Cohen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/10/2023	Management	2	Yes	Elect Director Richard P. Graff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Dick) Graff, David Aldous, and Robert Cohen are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Graff and Robert Cohen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/10/2023	Management	3	Yes	Elect Director Robert A. Cohen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Dick) Graff, David Aldous, and Robert Cohen are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Graff and Robert Cohen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/10/2023	Management	4	Yes	Elect Director Ruth I. Dreessen	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Dick) Graff, David Aldous, and Robert Cohen are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Graff and Robert Cohen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/10/2023	Management	5	Yes	Elect Director Michael A. Kelly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard (Dick) Graff, David Aldous, and Robert Cohen are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Graff and Robert Cohen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/10/2023	Management	6	Yes	Elect Director Clifton Peter Rose	For	For	For	For	WITHHOLD votes for non-independent nominees Richard (Dick) Graff, David Aldous, and Robert Cohen are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Graff and Robert Cohen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Michael Kelly are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
DMC Global Inc.	05/10/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
DMC Global Inc.	05/10/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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DMC Global Inc.	05/10/2023	Management	9	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
DMC Global Inc.	05/10/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Donegal Group Inc.	04/20/2023	Management	1	Yes	Elect Director Kevin G. Burke	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Kevin Burke and Jack Hess for lack of a majority independent board. WITHHOLD votes are also warranted for Jack Hess for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Nominating Committee member Jack Hess for lack of racial or ethnic diversity on the board. In the absence of a governance committee, WITHHOLD votes are warranted for all director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Donegal Group Inc.	04/20/2023	Management	2	Yes	Elect Director Jack L. Hess	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Kevin Burke and Jack Hess for lack of a majority independent board. WITHHOLD votes are also warranted for Jack Hess for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Nominating Committee member Jack Hess for lack of racial or ethnic diversity on the board. In the absence of a governance committee, WITHHOLD votes are warranted for all director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Donegal Group Inc.	04/20/2023	Management	3	Yes	Elect Director David C. King	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Kevin Burke and Jack Hess for lack of a majority independent board. WITHHOLD votes are also warranted for Jack Hess for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Nominating Committee member Jack Hess for lack of racial or ethnic diversity on the board. In the absence of a governance committee, WITHHOLD votes are warranted for all director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Donegal Group Inc.	04/20/2023	Management	4	Yes	Elect Director Annette B. Szady	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Kevin Burke and Jack Hess for lack of a majority independent board. WITHHOLD votes are also warranted for Jack Hess for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Nominating Committee member Jack Hess for lack of racial or ethnic diversity on the board. In the absence of a governance committee, WITHHOLD votes are warranted for all director nominees for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Donegal Group Inc.	04/20/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * The company maintains agreements that contain excise tax gross-up provisions; * Equity awards to the CEO lack any performance-contingent pay elements; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Donegal Group Inc.	04/20/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Donegal Group Inc.	04/20/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	1	Yes	Elect Director Luis A. Aguilar	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	2	Yes	Elect Director Richard L. Crandall	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	3	Yes	Elect Director Charles D. Drucker	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	4	Yes	Elect Director Juliet S. Ellis	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	5	Yes	Elect Director Gary G. Greenfield	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	6	Yes	Elect Director Jeffrey Jacobowitz	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	7	Yes	Elect Director Daniel N. Leib	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	8	Yes	Elect Director Lois M. Martin	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	9	Yes	Elect Director Chandar Pattabhiram	For	For	For	For	A vote FOR all director nominees is warranted.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Donnelley Financial Solutions, Inc.	05/17/2023	Management	14	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Dorman Products, Inc.	05/18/2023	Management	1	Yes	Elect Director Steven L. Berman	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	2	Yes	Elect Director Kevin M. Olsen	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	3	Yes	Elect Director Lisa M. Bachmann	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	4	Yes	Elect Director John J. Gavin	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	5	Yes	Elect Director Richard T. Riley	For	For	Against	Against	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	6	Yes	Elect Director Kelly A. Romano	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	7	Yes	Elect Director G. Michael Stakias	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	8	Yes	Elect Director J. Darrell Thomas	For	For	For	For	Votes AGAINST Richard Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dorman Products, Inc.	05/18/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Dorman Products, Inc.	05/18/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Dorman Products, Inc.	05/18/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
DoubleVerify Holdings, Inc.	06/01/2023	Management	1	Yes	Elect Director R. Davis Noell	For	For	For	For	Votes FOR all director nominees are warranted.
DoubleVerify Holdings, Inc.	06/01/2023	Management	2	Yes	Elect Director Lucy Stameil Dobrin	For	For	For	For	Votes FOR all director nominees are warranted.
DoubleVerify Holdings, Inc.	06/01/2023	Management	3	Yes	Elect Director Teri L. List	For	For	For	For	Votes FOR all director nominees are warranted.
DoubleVerify Holdings, Inc.	06/01/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DoubleVerify Holdings, Inc.	06/01/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Douglas Dynamics, Inc.	04/25/2023	Management	1	Yes	Elect Director Joher Akolawala	For	For	For	For	WITHHOLD votes for non-independent nominee James Janik are warranted for lack of a majority independent board. A vote FOR Joher Akolawala is warranted.
Douglas Dynamics, Inc.	04/25/2023	Management	2	Yes	Elect Director James L. Janik	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Janik are warranted for lack of a majority independent board. A vote FOR Joher Akolawala is warranted.
Douglas Dynamics, Inc.	04/25/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Douglas Dynamics, Inc.	04/25/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Douglas Dynamics, Inc.	04/25/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Dril-Quip, Inc.	05/16/2023	Management	1	Yes	Elect Director Jeffrey J. Bird	For	For	For	For	Votes AGAINST John Lovoi are warranted for serving as a non-independent member of a key board committee. A vote FOR Jeffrey J. Bird is warranted.
Dril-Quip, Inc.	05/16/2023	Management	2	Yes	Elect Director John V. Lovoi	For	For	Against	Against	Votes AGAINST John Lovoi are warranted for serving as a non-independent member of a key board committee. A vote FOR Jeffrey J. Bird is warranted.
Dril-Quip, Inc.	05/16/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dril-Quip, Inc.	05/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance misalignment has been mitigated at this time. Half of the CEO's equity awards is performance-based, performance awards were forfeited when goals were not met, and cash incentives are entirely performance-based.
Dril-Quip, Inc.	05/16/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Duck Creek Technologies, Inc.	02/22/2023	Management	1	Yes	Elect Director William (Bill) Bloom	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members William (Bill) Bloom and Kathleen (Kathy) Crusco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR director nominee Michael (Mike) Jackowski is warranted.
Duck Creek Technologies, Inc.	02/22/2023	Management	2	Yes	Elect Director Kathleen (Kathy) Crusco	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members William (Bill) Bloom and Kathleen (Kathy) Crusco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR director nominee Michael (Mike) Jackowski is warranted.

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Duck Creek Technologies, Inc.	02/22/2023	Management	3	Yes	Elect Director Michael Jackowski	For	For	For	For	WITHHOLD votes for Governance Committee members William (Bill) Bloom and Kathleen (Kathy) Crusco are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR director nominee Michael (Mike) Jackowski is warranted.
Duck Creek Technologies, Inc.	02/22/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Duck Creek Technologies, Inc.	02/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Duck Creek Technologies, Inc.	03/28/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the premium to the unaffected price, the cash form of consideration, which provides liquidity and certainty of value, and the downside risk of non-approval, a vote FOR the merger transaction is warranted.
Duck Creek Technologies, Inc.	03/28/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.
Ducommun Incorporated	04/26/2023	Management	1	Yes	Elect Director Richard A. Baldrige	For	For	For	For	WITHHOLD votes for non-independent nominee Stephen Oswald are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Ducommun Incorporated	04/26/2023	Management	2	Yes	Elect Director Stephen G. Oswald	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Stephen Oswald are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Ducommun Incorporated	04/26/2023	Management	3	Yes	Elect Director Samara A. Strycker	For	For	For	For	WITHHOLD votes for non-independent nominee Stephen Oswald are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Ducommun Incorporated	04/26/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned at this time.
Ducommun Incorporated	04/26/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ducommun Incorporated	04/26/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Duluth Holdings Inc.	05/25/2023	Management	1	Yes	Elect Director Stephen L. Schlecht	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/25/2023	Management	2	Yes	Elect Director Samuel M. Sato	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Duluth Holdings Inc.	05/25/2023	Management	3	Yes	Elect Director Francesca M. Edwardson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/25/2023	Management	4	Yes	Elect Director David C. Finch	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/25/2023	Management	5	Yes	Elect Director Brett L. Paschke	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/25/2023	Management	6	Yes	Elect Director Susan J. Riley	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/25/2023	Management	7	Yes	Elect Director Ronald Robinson	For	For	For	For	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Duluth Holdings Inc.	05/25/2023	Management	8	Yes	Elect Director Scott K. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen (Steve) Schlecht are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members Stephen Schlecht, Francesca Edwardson, David Finch, and Scott Williams are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Stephen Schlecht are further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Duluth Holdings Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The decrease in CEO total pay does not fully mitigate concerns regarding pay structure and disclosure. The company does not disclose the threshold, target or maximum goals for the STIP, which impedes shareholders' ability to assess the program. Moreover, LTI awards entirely lack performance criteria and the CEO's grant value increased amid sustained negative shareholder returns. In light of these concerns, a vote AGAINST this proposal is warranted.
Duluth Holdings Inc.	05/25/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	1	Yes	Elect Director Ellen R. Alemany	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	2	Yes	Elect Director Douglas K. Ammerman	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	3	Yes	Elect Director Chinh E. Chu	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	4	Yes	Elect Director William P. Foley, II	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	5	Yes	Elect Director Thomas M. Hagerty	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	6	Yes	Elect Director Anthony M. Jabbour	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	7	Yes	Elect Director Keith J. Jackson	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	8	Yes	Elect Director Richard N. Massey	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	9	Yes	Elect Director James A. Quella	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	10	Yes	Elect Director Ganesh B. Rao	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted in light of an unmitigated pay-for-performance misalignment. Although the annual incentive program is sufficiently tied to rigorous objective performance criteria, there are significant concerns with the magnitude and structure of the long-term incentives. Specifically, retention grants to the NEOs were outsized and, in addition the NEOs' annual LTI grants for FY22, significantly elevated pay for four of the five NEOs, including the CEO. Further, although FY22 equity grants were entirely tied to performance conditions, the performance shares utilized a short-one year period and the option grant share price hurdle does not require sustained performance.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DURECT Corporation	06/21/2023	Management	1	Yes	Elect Director Peter S. Garcia	For	For	For	For	A vote FOR all director nominees is warranted.
DURECT Corporation	06/21/2023	Management	2	Yes	Elect Director Judith J. Robertson	For	For	For	For	A vote FOR all director nominees is warranted.
DURECT Corporation	06/21/2023	Management	3	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
DURECT Corporation	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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DURECT Corporation	06/21/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DURECT Corporation	06/21/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DXP Enterprises, Inc.	06/16/2023	Management	1	Yes	Elect Director David R. Little	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/16/2023	Management	2	Yes	Elect Director Kent Yee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/16/2023	Management	3	Yes	Elect Director Joseph R. Mannes	For	For	For	For	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/16/2023	Management	4	Yes	Elect Director Timothy P. Halter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/16/2023	Management	5	Yes	Elect Director David Patton	For	For	For	For	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/16/2023	Management	6	Yes	Elect Director Karen Hoffman	For	For	For	For	WITHHOLD votes for non-independent nominees David Little, Timothy (Tim) Halter and Kent Yee are warranted for lack of a majority independent board. WITHHOLD votes for Timothy (Tim) Halter are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DXP Enterprises, Inc.	06/16/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains a legacy agreement with the CEO that contains excise tax gross-up provisions.
DXP Enterprises, Inc.	06/16/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
DXP Enterprises, Inc.	06/16/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DXP Enterprises, Inc.	06/16/2023	Management	10	Yes	Amend Articles of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the amendment to allow shareholders to amend the company's bylaws would enhance shareholder rights.
Dynavax Technologies Corporation	05/26/2023	Management	1	Yes	Elect Director Daniel L. Kisner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ryan Spencer and Daniel Kisner are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Kisner are also warranted for serving as a non-independent member of a key board committee.

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Dynavax Technologies Corporation	05/26/2023	Management	2	Yes	Elect Director Ryan Spencer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ryan Spencer and Daniel Kisner are warranted for lack of a majority independent board. WITHHOLD votes for Daniel Kisner are also warranted for serving as a non-independent member of a key board committee.
Dynavax Technologies Corporation	05/26/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Dynavax Technologies Corporation	05/26/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dynavax Technologies Corporation	05/26/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dyne Therapeutics, Inc.	05/24/2023	Management	1	Yes	Elect Director Joshua Brumm	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Jason Rhodes for the board's lack of racial or ethnic diversity. WITHHOLD votes are warranted for governance committee members Jason Rhodes and David Lubner given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. In the absence of a say-on-pay proposal and compensation committee members, WITHHOLD votes are warranted for incumbent director nominees Joshua Brumm, Jason Rhodes, and David Lubner due to a problematic pay practice. The company extended the date by which the goal for the CEO's 2020 performance awards must be achieved, which resulted in the awards vesting in full upon the achievement of the goal during the extended performance period. The awards would not have vested had the performance period remained unchanged.
Dyne Therapeutics, Inc.	05/24/2023	Management	2	Yes	Elect Director David Lubner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Jason Rhodes for the board's lack of racial or ethnic diversity. WITHHOLD votes are warranted for governance committee members Jason Rhodes and David Lubner given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. In the absence of a say-on-pay proposal and compensation committee members, WITHHOLD votes are warranted for incumbent director nominees Joshua Brumm, Jason Rhodes, and David Lubner due to a problematic pay practice. The company extended the date by which the goal for the CEO's 2020 performance awards must be achieved, which resulted in the awards vesting in full upon the achievement of the goal during the extended performance period. The awards would not have vested had the performance period remained unchanged.

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Dyne Therapeutics, Inc.	05/24/2023	Management	3	Yes	Elect Director Jason Rhodes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Jason Rhodes for the board's lack of racial or ethnic diversity. WITHHOLD votes are warranted for governance committee members Jason Rhodes and David Lubner given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights. In the absence of a say-on-pay proposal and compensation committee members, WITHHOLD votes are warranted for incumbent director nominees Joshua Brumm, Jason Rhodes, and David Lubner due to a problematic pay practice. The company extended the date by which the goal for the CEO's 2020 performance awards must be achieved, which resulted in the awards vesting in full upon the achievement of the goal during the extended performance period. The awards would not have vested had the performance period remained unchanged.
Dyne Therapeutics, Inc.	05/24/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
DZS Inc.	05/30/2023	Management	1	Yes	Elect Director Barbara Carbone	For	Against	Against	Against	WITHHOLD votes are warranted for Compensation Committee members Barbara Carbone and Joon Kyung Kim for exchanging certain options held by NEOs for restricted stock units without prior shareholder approval.
DZS Inc.	05/30/2023	Management	2	Yes	Elect Director Joon Kyung Kim	For	Against	Against	Against	WITHHOLD votes are warranted for Compensation Committee members Barbara Carbone and Joon Kyung Kim for exchanging certain options held by NEOs for restricted stock units without prior shareholder approval.
DZS Inc.	05/30/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DZS Inc.	05/30/2023	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the request is reasonable and there are no substantial concerns with the company's past use of shares.
DZS Inc.	05/30/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee recently approved the cancellation and exchange of certain underwater options held by NEOs and directors without prior shareholder approval.
DZS Inc.	05/30/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eagle Bancorp, Inc.	05/18/2023	Management	1	Yes	Elect Director Matthew D. Brockwell	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	2	Yes	Elect Director Steven J. Freidkin	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	3	Yes	Elect Director Theresa G. LaPlaca	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	4	Yes	Elect Director A. Leslie Ludwig	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	5	Yes	Elect Director Norman R. Pozez	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	6	Yes	Elect Director Kathy A. Raffa	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	7	Yes	Elect Director Susan G. Riel	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	8	Yes	Elect Director James A. Soltesz	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	9	Yes	Elect Director Benjamin M. Soto	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Eagle Bancorp, Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The compensation committee demonstrated adequate responsiveness to last year's low support for the say-on-pay proposal. Nevertheless, there are ongoing concerns that underscore the quantitative pay-for-performance misalignment. Specifically, the magnitude of the CEO's pay opportunities remains very large, even after a recent reduction. There are also concerns regarding the structure and disclosures of the STI program, including a lack of clarity as to the quantified performance results that will result in maximum payouts. Further, while performance equity utilizes rigorous multi-year goals, some shareholders may object to the large grant size in light of sustained negative shareholder returns. In light of these concerns, a vote AGAINST this proposal is warranted.
Eagle Bancorp, Inc.	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eagle Pharmaceuticals, Inc.	06/28/2023	Management	1	Yes	Elect Director Steven B. Ratoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven Ratoff are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for audit committee members Robert Glenning and Steven Ratoff in light of the significant pledging activity by the company's CEO which calls into question the audit committee's ability to effectively oversee risk. WITHHOLD votes are warranted for incumbent governance committee member Robert Glenning given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Eagle Pharmaceuticals, Inc.	06/28/2023	Management	2	Yes	Elect Director Robert Glenning	For	Withhold	Withhold	Withhold	WITHHOLD votes for Steven Ratoff are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for audit committee members Robert Glenning and Steven Ratoff in light of the significant pledging activity by the company's CEO which calls into question the audit committee's ability to effectively oversee risk. WITHHOLD votes are warranted for incumbent governance committee member Robert Glenning given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Eagle Pharmaceuticals, Inc.	06/28/2023	Management	3	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Eagle Pharmaceuticals, Inc.	06/28/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Eastern Bankshares, Inc.	05/15/2023	Management	1	Yes	Elect Director Luis A. Borgen	For	For	For	For	Votes AGAINST non-independent nominee Robert (Bob) Rivers are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc.	05/15/2023	Management	2	Yes	Elect Director Diane S. Hessian	For	For	For	For	Votes AGAINST non-independent nominee Robert (Bob) Rivers are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc.	05/15/2023	Management	3	Yes	Elect Director Robert F. Rivers	For	For	Against	Against	Votes AGAINST non-independent nominee Robert (Bob) Rivers are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Eastern Bankshares, Inc.	05/15/2023	Management	4	Yes	Elect Director Paul D. Spiess	For	For	For	For	Votes AGAINST non-independent nominee Robert (Bob) Rivers are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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Eastern Bankshares, Inc.	05/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. CEO pay increased during a period of mixed company performance due to equity awards which represent the first awards since the company's reorganization. Short-term incentives are primarily performance-based and equity awards are half performance-based. In addition, long-term cash awards were forfeited when goals were not met.
Eastern Bankshares, Inc.	05/15/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EchoStar Corporation	04/27/2023	Management	1	Yes	Elect Director R. Stanton Dodge	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.
EchoStar Corporation	04/27/2023	Management	2	Yes	Elect Director Michael T. Dugan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.
EchoStar Corporation	04/27/2023	Management	3	Yes	Elect Director Charles W. Ergen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.

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EchoStar Corporation	04/27/2023	Management	4	Yes	Elect Director Lisa W. Hershman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.
EchoStar Corporation	04/27/2023	Management	5	Yes	Elect Director Pradman P. Kaul	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.
EchoStar Corporation	04/27/2023	Management	6	Yes	Elect Director C. Michael Schroeder	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
EchoStar Corporation	04/27/2023	Management	7	Yes	Elect Director Jeffrey R. Tarr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.
EchoStar Corporation	04/27/2023	Management	8	Yes	Elect Director William D. Wade	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Pradman Kaul and C. Michael (Mike) Schroeder are warranted for lack of a majority independent board. WITHHOLD votes for C. Michael (Mike) Schroeder are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for incumbent director nominees Charles Ergen, R. Stanton Dodge, Michael Dugan, Lisa Hershman, Pradman Kaul, C. Michael (Mike) Schroeder, Jeffrey Tarr, and William Wade, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Charles Ergen as his ownership of the supervoting shares through his ownership, and by certain entities established for the benefit of his family provide him with voting power control of the company.
EchoStar Corporation	04/27/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EchoStar Corporation	04/27/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's change in control agreements with certain executives contain an auto-accelerated equity vesting provision; * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; * There is a lack of full disclosure on STI and LTI metrics and goals; and * There is limited disclosure with respect to the mechanics of the annual cash incentive program and equity awards granted to other NEOs lack performance criteria.
EchoStar Corporation	04/27/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ecovyst Inc.	05/10/2023	Management	1	Yes	Elect Director Kurt J. Bitting	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Kevin Fogarty given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Ecovyst Inc.	05/10/2023	Management	2	Yes	Elect Director David A. Bradley	For	For	For	For	WITHHOLD votes are warranted for governance committee chair Kevin Fogarty given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.

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Ecovyst Inc.	05/10/2023	Management	3	Yes	Elect Director Kevin M. Fogarty	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee chair Kevin Fogarty given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
Ecovyst Inc.	05/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, significant concerns are raised with the pay program for fiscal 2022, given that a majority of equity awards are time-vesting, NEOs received significant additional time-vesting retention awards with a short vesting period, and forward-looking performance goals were not disclosed. These concerns are somewhat mitigated given that the CEO's pay significantly decreased, the company will return to an equity pay mix that is at least half performance-based, performance awards were either forfeited or earned below target in line with performance, and the short-term incentive program is entirely performance-based. Continued monitoring is warranted with respect to the use of retention awards as there is no firm commitment regarding such grants being used only in extraordinary circumstances, or for such grants to be performance-based in the future.
Ecovyst Inc.	05/10/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edgewell Personal Care Company	02/03/2023	Management	1	Yes	Elect Director Robert W. Black	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	2	Yes	Elect Director George R. Corbin	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	3	Yes	Elect Director Carla C. Hendra	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	4	Yes	Elect Director John C. Hunter, III	For	For	Against	Against	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	5	Yes	Elect Director James C. Johnson	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	6	Yes	Elect Director Rod R. Little	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	7	Yes	Elect Director Joseph D. O'Leary	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	8	Yes	Elect Director Rakesh Sachdev	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	9	Yes	Elect Director Swan Sit	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Edgewell Personal Care Company	02/03/2023	Management	10	Yes	Elect Director Gary K. Waring	For	For	For	For	Votes AGAINST John Hunter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Edgewell Personal Care Company	02/03/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edgewell Personal Care Company	02/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted.
Edgewell Personal Care Company	02/03/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
eHealth, Inc.	06/14/2023	Management	1	Yes	Elect Director Andrea C. Brimmer	For	For	For	For	A vote FOR all director nominees is warranted.
eHealth, Inc.	06/14/2023	Management	2	Yes	Elect Director Beth A. Brooke	For	For	For	For	A vote FOR all director nominees is warranted.
eHealth, Inc.	06/14/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
eHealth, Inc.	06/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the identified pay-for-performance misalignment has not been mitigated. While short-term incentives are primarily based on pre-set objective measures, equity awards are majority time-vesting and performance shares utilize an annual performance measurement period.
eHealth, Inc.	06/14/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
El Pollo Loco Holdings, Inc.	06/06/2023	Management	1	Yes	Elect Director Samuel N. Borgese	For	For	Withhold	Withhold	WITHHOLD votes for Samuel Borgese and John Roth are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member John Roth are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
El Pollo Loco Holdings, Inc.	06/06/2023	Management	2	Yes	Elect Director Mark Buller	For	For	For	For	WITHHOLD votes for Samuel Borgese and John Roth are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member John Roth are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
El Pollo Loco Holdings, Inc.	06/06/2023	Management	3	Yes	Elect Director Laurance Roberts	For	For	For	For	WITHHOLD votes for Samuel Borgese and John Roth are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member John Roth are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
El Pollo Loco Holdings, Inc.	06/06/2023	Management	4	Yes	Elect Director John M. Roth	For	Withhold	Withhold	Withhold	WITHHOLD votes for Samuel Borgese and John Roth are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member John Roth are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
El Pollo Loco Holdings, Inc.	06/06/2023	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
El Pollo Loco Holdings, Inc.	06/06/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Elanco Animal Health Incorporated	05/18/2023	Management	1	Yes	Elect Director Michael J. Harrington	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	2	Yes	Elect Director R. David Hoover	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	3	Yes	Elect Director Deborah T. Kochevar	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	4	Yes	Elect Director Kirk P. McDonald	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Elanco Animal Health Incorporated	05/18/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Elanco Animal Health Incorporated	05/18/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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Elanco Animal Health Incorporated	05/18/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Element Solutions Inc	06/06/2023	Management	1	Yes	Elect Director Martin E. Franklin	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	2	Yes	Elect Director Benjamin Gliklich	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	3	Yes	Elect Director Ian G.H. Ashken	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	4	Yes	Elect Director Elyse Napoli Filon	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	5	Yes	Elect Director Christopher T. Fraser	For	Against	Against	Against	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	6	Yes	Elect Director Michael F. Goss	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	7	Yes	Elect Director Nichelle Maynard-Elliott	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	8	Yes	Elect Director E. Stanley O'Neal	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual and long-term incentives are predominantly based on pre-set, objective performance metrics, the committee made discretionary adjustments to allow for annual incentive payouts that otherwise would have been forfeited. Additionally, the committee granted an additional special equity award upon the vesting of the special award granted in FY19. Investors generally expect for special awards to be used sparingly, and the magnitude of the CEO's special award in FY22 was excessive. In addition, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives, Equity awards allow for auto-accelerated vesting upon a change-in-control event, and excessive differentials between CEO pay and the pay of other named executive officers at the firm.
Element Solutions Inc	06/06/2023	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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Element Solutions Inc	06/06/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Elevate Credit, Inc.	02/15/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR the proposed transaction is warranted. Although the offer represents a premium to the unaffected price, it represents a discount of 52.2 percent to the trailing one-year high closing price. Although concerns are noted regarding the management's rollover agreement, the board appears to have conducted an adequate sale process and there appears to be downside risk of non-approval, evidenced not just by outperformance relative to the index since announcement, but by questions about the company's ability to continue as a going concern on a standalone basis.
Elevate Credit, Inc.	02/15/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concern is raised regarding the payout of NEOs' 2023 bonuses at maximum level upon the closing of the merger, without a compelling rationale. In addition, while an undisclosed number of RSUs will be rolled over into new awards, outstanding equity awards will otherwise accelerate on a single trigger basis.
Elevate Credit, Inc.	02/15/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, given that the merger proposal (Item 1) merits support.
EMCOR Group, Inc.	06/08/2023	Management	1	Yes	Elect Director John W. Altmeyer	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	2	Yes	Elect Director Anthony J. Guzzi	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	3	Yes	Elect Director Ronald L. Johnson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	4	Yes	Elect Director Carol P. Lowe	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	5	Yes	Elect Director M. Kevin McEvoy	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	6	Yes	Elect Director William P. Reid	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	7	Yes	Elect Director Steven B. Schwarzwaelder	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	8	Yes	Elect Director Robin Walker-Lee	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	9	Yes	Elect Director Rebecca Ann Weyenberg	For	For	For	For	A vote FOR the remaining director nominees is warranted.
EMCOR Group, Inc.	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions. In addition, concerns are also raised with respect to the single-trigger equity vesting acceleration and purely-time vesting equity awards.
EMCOR Group, Inc.	06/08/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EMCOR Group, Inc.	06/08/2023	Management	12	Yes	Change Range for Size of the Board	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is relatively minor and it is not motivated by a desire to entrench management.
EMCOR Group, Inc.	06/08/2023	Management	13	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
EMCOR Group, Inc.	06/08/2023	Management	14	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Claims	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
EMCOR Group, Inc.	06/08/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EMCOR Group, Inc.	06/08/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

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EMCORE Corporation	03/10/2023	Management	1	Yes	Elect Director Stephen L. Domenik	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/10/2023	Management	2	Yes	Elect Director Rex S. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/10/2023	Management	3	Yes	Elect Director Jeffrey Rittichier	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/10/2023	Management	4	Yes	Elect Director Bruce E. Grooms	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/10/2023	Management	5	Yes	Elect Director Noel Heiks	For	For	For	For	A vote FOR all director nominees is warranted.
EMCORE Corporation	03/10/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.52 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
EMCORE Corporation	03/10/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
EMCORE Corporation	03/10/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EMCORE Corporation	03/10/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emergent BioSolutions Inc.	05/25/2023	Management	1	Yes	Elect Director Sujata Dayal	For	For	For	For	WITHHOLD votes for Zsolt Harsanyi and Louis Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR Sujata Dayal is warranted.
Emergent BioSolutions Inc.	05/25/2023	Management	2	Yes	Elect Director Zsolt Harsanyi	For	For	Withhold	Withhold	WITHHOLD votes for Zsolt Harsanyi and Louis Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR Sujata Dayal is warranted.
Emergent BioSolutions Inc.	05/25/2023	Management	3	Yes	Elect Director Louis W. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for Zsolt Harsanyi and Louis Sullivan are warranted for serving as non-independent members of a key board committee. A vote FOR Sujata Dayal is warranted.
Emergent BioSolutions Inc.	05/25/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emergent BioSolutions Inc.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Emergent BioSolutions Inc.	05/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Emergent BioSolutions Inc.	05/25/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.08 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Emergent BioSolutions Inc.	05/25/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Employers Holdings, Inc.	05/25/2023	Management	1	Yes	Elect Director Katherine H. Antonello	For	For	For	For	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	2	Yes	Elect Director Joao (John) M. de Figueiredo	For	Against	Against	Against	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Employers Holdings, Inc.	05/25/2023	Management	3	Yes	Elect Director Prasanna G. Dhore	For	Against	Against	Against	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	4	Yes	Elect Director Barbara A. Higgins	For	Against	Against	Against	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	5	Yes	Elect Director James R. Kroner	For	For	For	For	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	6	Yes	Elect Director Michael J. McColgan	For	For	For	For	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	7	Yes	Elect Director Michael J. McSally	For	For	For	For	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	8	Yes	Elect Director Jeanne L. Mockard	For	For	For	For	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	9	Yes	Elect Director Alejandro (Alex) Perez-Tenessa	For	For	For	For	A vote AGAINST Board Governance and Nominating Committee members Joao de Figueiredo, Prasanna Dhore and Barbara Higgins is warranted, as the board unilaterally adopted an unduly-restrictive exclusive forum provision and has not submitted it to shareholders for approval or ratification. A vote FOR the remaining director nominees is warranted.
Employers Holdings, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Employers Holdings, Inc.	05/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Employers Holdings, Inc.	05/25/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enanta Pharmaceuticals, Inc.	03/02/2023	Management	1	Yes	Elect Director Bruce L.A. Carter	For	For	For	For	A vote FOR both director nominees is warranted.
Enanta Pharmaceuticals, Inc.	03/02/2023	Management	2	Yes	Elect Director Jay R. Luly	For	For	For	For	A vote FOR both director nominees is warranted.
Enanta Pharmaceuticals, Inc.	03/02/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 24.52 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enanta Pharmaceuticals, Inc.	03/02/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Enanta Pharmaceuticals, Inc.	03/02/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encompass Health Corporation	05/04/2023	Management	1	Yes	Elect Director Greg D. Carmichael	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	2	Yes	Elect Director John W. Chidsey	For	For	Against	Against	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	3	Yes	Elect Director Donald L. Correll	For	For	Against	Against	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	4	Yes	Elect Director Joan E. Herman	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	5	Yes	Elect Director Leslye G. Katz	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	6	Yes	Elect Director Patricia A. Maryland	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	7	Yes	Elect Director Kevin J. O'Connor	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	8	Yes	Elect Director Christopher R. Reidy	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	9	Yes	Elect Director Nancy M. Schlichting	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Encompass Health Corporation	05/04/2023	Management	10	Yes	Elect Director Mark J. Tarr	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	11	Yes	Elect Director Terrance Williams	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encompass Health Corporation	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Encompass Health Corporation	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Encore Capital Group, Inc.	06/09/2023	Management	1	Yes	Elect Director Michael P. Monaco	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	2	Yes	Elect Director William C. Goings	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	3	Yes	Elect Director Ashwini (Ash) Gupta	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	4	Yes	Elect Director Wendy G. Hannam	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	5	Yes	Elect Director Jeffrey A. Hilzinger	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	6	Yes	Elect Director Angela A. Knight	For	For	Against	Against	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	7	Yes	Elect Director Laura Newman Olle	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Encore Capital Group, Inc.	06/09/2023	Management	8	Yes	Elect Director Richard P. Stovsky	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	9	Yes	Elect Director Ashish Masih	For	For	For	For	Votes AGAINST governance committee chair Angela Knight are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Encore Capital Group, Inc.	06/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Encore Capital Group, Inc.	06/09/2023	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Energizer Holdings, Inc.	01/30/2023	Management	1	Yes	Elect Director Carlos Abrams-Rivera	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	2	Yes	Elect Director Cynthia J. Brinkley	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	3	Yes	Elect Director Rebecca D. Frankiewicz	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	4	Yes	Elect Director Kevin J. Hunt	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	5	Yes	Elect Director James C. Johnson	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	6	Yes	Elect Director Mark S. LaVigne	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	7	Yes	Elect Director Patrick J. Moore	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	8	Yes	Elect Director Donal L. Mulligan	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	9	Yes	Elect Director Nneka L. Rimmer	For	For	For	For	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	10	Yes	Elect Director Robert V. Vitale	For	For	Against	Against	Votes AGAINST Robert (Rob) Vitale are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Energizer Holdings, Inc.	01/30/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Energizer Holdings, Inc.	01/30/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Energizer Holdings, Inc.	01/30/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Energy Recovery, Inc.	06/08/2023	Management	1	Yes	Elect Director Alexander J. Buehler	For	For	For	For	WITHHOLD votes for Arve Hanstveit are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Energy Recovery, Inc.	06/08/2023	Management	2	Yes	Elect Director Joan K. Chow	For	For	For	For	WITHHOLD votes for Arve Hanstveit are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery, Inc.	06/08/2023	Management	3	Yes	Elect Director Arve Hanstveit	For	For	Withhold	Withhold	WITHHOLD votes for Arve Hanstveit are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery, Inc.	06/08/2023	Management	4	Yes	Elect Director Robert Yu Lang Mao	For	For	For	For	WITHHOLD votes for Arve Hanstveit are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery, Inc.	06/08/2023	Management	5	Yes	Elect Director Pamela L. Tondreau	For	For	For	For	WITHHOLD votes for Arve Hanstveit are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Energy Recovery, Inc.	06/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Energy Recovery, Inc.	06/08/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Energy Recovery, Inc.	06/08/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Enerpac Tool Group Corp.	02/03/2023	Management	1	Yes	Elect Director Alfredo Altavilla	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	2	Yes	Elect Director Judy L. Altmaier	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	3	Yes	Elect Director J. Palmer Clarkson	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	4	Yes	Elect Director Danny L. Cunningham	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	5	Yes	Elect Director E. James Ferland	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	6	Yes	Elect Director Richard D. Holder	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	7	Yes	Elect Director Lynn C. Minella	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	8	Yes	Elect Director Sidney S. Simmons	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	9	Yes	Elect Director Paul E. Sternlieb	For	For	For	For	A vote FOR all director nominees is warranted at this time.
Enerpac Tool Group Corp.	02/03/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Enerpac Tool Group Corp.	02/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for the say-on-pay proposal is warranted. While there was significant executive turnover and associated payments during the year in review, the company does not anticipate additional grants of similar magnitude in the future. In addition, annual incentives were based on pre-set financial measures, and long-term incentives were at least half performance-conditioned, with a multi-year measurement period.
Eneti Inc.	05/30/2023	Management	1	Yes	Elect Director Emanuele A. Lauro	For	For	For	For	A vote FOR the director nominees is warranted.
Eneti Inc.	05/30/2023	Management	2	Yes	Elect Director Roberto Giorgi	For	For	For	For	A vote FOR the director nominees is warranted.
Eneti Inc.	05/30/2023	Management	3	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Engagesmart, Inc.	05/17/2023	Management	1	Yes	Elect Director Matthew G. Hamilton	For	For	For	For	WITHHOLD votes for non-independent nominees David Mangum and Raphael (Raph) Osnoss are warranted for lack of a majority independent board. WITHHOLD votes for David Mangum and Raphael (Raph) Osnoss are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee nominee Raphael (Raph) Osnoss given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Matthew G. Hamilton is warranted.
Engagesmart, Inc.	05/17/2023	Management	2	Yes	Elect Director David Mangum	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Mangum and Raphael (Raph) Osnoss are warranted for lack of a majority independent board. WITHHOLD votes for David Mangum and Raphael (Raph) Osnoss are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee nominee Raphael (Raph) Osnoss given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Matthew G. Hamilton is warranted.
Engagesmart, Inc.	05/17/2023	Management	3	Yes	Elect Director Raph Osnoss	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Mangum and Raphael (Raph) Osnoss are warranted for lack of a majority independent board. WITHHOLD votes for David Mangum and Raphael (Raph) Osnoss are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee nominee Raphael (Raph) Osnoss given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Matthew G. Hamilton is warranted.
Engagesmart, Inc.	05/17/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Enhabit, Inc.	06/28/2023	Management	1	Yes	Elect Director Jeffrey W. Bolton	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	2	Yes	Elect Director Tina L. Brown-Stevenson	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	3	Yes	Elect Director Yvonne M. Curl	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	4	Yes	Elect Director Charles M. Elson	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	5	Yes	Elect Director Leo I. Higdon, Jr.	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	6	Yes	Elect Director Erin P. Hoeflinger	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	7	Yes	Elect Director Barbara A. Jacobsmeyer	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	8	Yes	Elect Director Susan A. La Monica	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	9	Yes	Elect Director John E. Maupin, Jr.	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	10	Yes	Elect Director Stuart M. McGuigan	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	11	Yes	Elect Director Gregory S. Rush	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	12	Yes	Elect Director Barry P. Schochet	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	13	Yes	Elect Director L. Edward Shaw, Jr.	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Enhabit, Inc.	06/28/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Enhabit, Inc.	06/28/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Enova International, Inc.	05/10/2023	Management	1	Yes	Elect Director Ellen Camahan	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	2	Yes	Elect Director Daniel R. Feehan	For	For	Against	Against	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	3	Yes	Elect Director David Fisher	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	4	Yes	Elect Director William M. Goodyear	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	5	Yes	Elect Director James A. Gray	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	6	Yes	Elect Director Gregg A. Kaplan	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	7	Yes	Elect Director Mark P. McGowan	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	8	Yes	Elect Director Linda Johnson Rice	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	9	Yes	Elect Director Mark A. Tebbe	For	For	For	For	Votes AGAINST Daniel Feehan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enova International, Inc.	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Enova International, Inc.	05/10/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Enovis Corporation	05/16/2023	Management	1	Yes	Elect Director Matthew L. Trerotola	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	2	Yes	Elect Director Barbara W. Bodem	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	3	Yes	Elect Director Liam J. Kelly	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	4	Yes	Elect Director Angela S. Lalor	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	5	Yes	Elect Director Philip A. Okala	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Enovis Corporation	05/16/2023	Management	6	Yes	Elect Director Christine Ortiz	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	7	Yes	Elect Director A. Clayton Perfall	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	8	Yes	Elect Director Brady R. Shirley	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	9	Yes	Elect Director Rajiv Vinnakota	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	10	Yes	Elect Director Sharon Wienbar	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enovis Corporation	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Enovis Corporation	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Enovis Corporation	05/16/2023	Management	14	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and sets limits on employee purchases.
EnPro Industries, Inc.	04/28/2023	Management	1	Yes	Elect Director Eric A. Vaillancourt	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	2	Yes	Elect Director William Abbey	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	3	Yes	Elect Director Thomas M. Botts	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	4	Yes	Elect Director Felix M. Brueck	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	5	Yes	Elect Director Adele M. Gulfo	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	6	Yes	Elect Director David L. Hauser	For	For	Withhold	Withhold	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	7	Yes	Elect Director John Humphrey	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	8	Yes	Elect Director Ronald C. Keating	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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EnPro Industries, Inc.	04/28/2023	Management	9	Yes	Elect Director Judith A. Reinsdorf	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	10	Yes	Elect Director Kees van der Graaf	For	For	For	For	WITHHOLD votes for David Hauser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EnPro Industries, Inc.	04/28/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
EnPro Industries, Inc.	04/28/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EnPro Industries, Inc.	04/28/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enstar Group Limited	06/01/2023	Management	1	Yes	Elect Director Robert J. Campbell	For	For	Against	Against	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	2	Yes	Elect Director B. Frederick Becker	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	3	Yes	Elect Director Sharon A. Beesley	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	4	Yes	Elect Director James D. Carey	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	5	Yes	Elect Director Susan L. Cross	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	6	Yes	Elect Director Hans-Peter Gerhardt	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	7	Yes	Elect Director Orla Gregory	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	8	Yes	Elect Director Myron Hendry	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	9	Yes	Elect Director Paul J. O'Shea	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	10	Yes	Elect Director Hitesh Patel	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	11	Yes	Elect Director Dominic Silvester	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Enstar Group Limited	06/01/2023	Management	12	Yes	Elect Director Poul A. Winslow	For	For	For	For	Votes AGAINST Robert Campbell are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.

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Enstar Group Limited	06/01/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Base salaries for the CEO and other select NEOs are high and contribute to large STI opportunities. Additionally, pre-set target goals are not disclosed for the majority of the restructured STI program. Further, the committee extended the performance period and term of an in-flight CEO equity award shortly before the end of the original performance period, which circumvents a pay-for-performance outcome. Accordingly, the quantitative pay-for-performance misalignment is not mitigated. There are also problematic pay practices identified for the year in review. The committee amended the CEO's employment agreement that increases the potential magnitude of a change-in-control payment in respect of the amended award, even if performance conditions are not achieved. Moreover, the amended employment agreement maintains a separate problematic single trigger change-in-control cash payment, which is akin to single-trigger severance.
Enstar Group Limited	06/01/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Enstar Group Limited	06/01/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Enterprise Bancorp, Inc.	05/02/2023	Management	1	Yes	Elect Director John R. Clementi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees John Clementi, Carole Cowan, Normand Deschene and Richard Main are warranted for lack of a majority independent board. WITHHOLD votes for John Clementi and Carole Cowan are also warranted for serving as non-independent members of a key board committee.
Enterprise Bancorp, Inc.	05/02/2023	Management	2	Yes	Elect Director Carole A. Cowan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees John Clementi, Carole Cowan, Normand Deschene and Richard Main are warranted for lack of a majority independent board. WITHHOLD votes for John Clementi and Carole Cowan are also warranted for serving as non-independent members of a key board committee.
Enterprise Bancorp, Inc.	05/02/2023	Management	3	Yes	Elect Director Normand E. Deschene	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees John Clementi, Carole Cowan, Normand Deschene and Richard Main are warranted for lack of a majority independent board. WITHHOLD votes for John Clementi and Carole Cowan are also warranted for serving as non-independent members of a key board committee.
Enterprise Bancorp, Inc.	05/02/2023	Management	4	Yes	Elect Director John A. Koutsos	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees John Clementi, Carole Cowan, Normand Deschene and Richard Main are warranted for lack of a majority independent board. WITHHOLD votes for John Clementi and Carole Cowan are also warranted for serving as non-independent members of a key board committee.

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Enterprise Bancorp, Inc.	05/02/2023	Management	5	Yes	Elect Director Joseph C. Lerner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees John Clementi, Carole Cowan, Normand Deschene and Richard Main are warranted for lack of a majority independent board. WITHHOLD votes for John Clementi and Carole Cowan are also warranted for serving as non-independent members of a key board committee.
Enterprise Bancorp, Inc.	05/02/2023	Management	6	Yes	Elect Director Richard W. Main	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes for non-independent nominees John Clementi, Carole Cowan, Normand Deschene and Richard Main are warranted for lack of a majority independent board. WITHHOLD votes for John Clementi and Carole Cowan are also warranted for serving as non-independent members of a key board committee.
Enterprise Bancorp, Inc.	05/02/2023	Management	7	No	Elect Director Anita R. Worden *Withdrawn Resolution*					
Enterprise Bancorp, Inc.	05/02/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company maintains agreements that contain a modified single-trigger change-in-control provision; * equity awards allow for auto-accelerated vesting upon a change-in-control event; and * the company paid dividends on unvested performance-based equity awards.
Enterprise Bancorp, Inc.	05/02/2023	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enterprise Financial Services Corp	05/10/2023	Management	1	Yes	Elect Director Lyne B. Andrich	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	2	Yes	Elect Director Michael A. DeCola	For	For	Withhold	Withhold	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	3	Yes	Elect Director Robert E. Guest, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	4	Yes	Elect Director James M. Havel	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	5	Yes	Elect Director Michael R. Holmes	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	6	Yes	Elect Director Nevada A. Kent, IV	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	7	Yes	Elect Director James B. Lally	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	8	Yes	Elect Director Marcela Manjarrez	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Enterprise Financial Services Corp	05/10/2023	Management	9	Yes	Elect Director Stephen P. Marsh	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	10	Yes	Elect Director Daniel A. Rodrigues	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	11	Yes	Elect Director Richard M. Sanborn	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	12	Yes	Elect Director Eloise E. Schmitz	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	13	Yes	Elect Director Sandra A. Van Trease	For	For	Withhold	Withhold	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	14	Yes	Elect Director Lina A. Young	For	For	For	For	WITHHOLD votes for Michael DeCola, Robert Guest Jr., and Sandra Van Trease are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enterprise Financial Services Corp	05/10/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enterprise Financial Services Corp	05/10/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Enterprise Financial Services Corp	05/10/2023	Management	17	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Enterprise Financial Services Corp	05/10/2023	Management	18	Yes	Amend Outside Director Stock Awards in Lieu of Cash	For	For	For	For	A vote FOR this proposal is warranted. The voting power dilution from this plan is reasonable. By paying directors a greater portion of their compensation in stock rather than cash, their interests may be more closely aligned with those of shareholders.
Entravision Communications Corporation	06/08/2023	Management	1	Yes	Elect Director Paul Anton Zevnik	For	For	For	For	WITHHOLD votes for Gilbert Vasquez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	06/08/2023	Management	2	Yes	Elect Director Gilbert R. Vasquez	For	For	Withhold	Withhold	WITHHOLD votes for Gilbert Vasquez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	06/08/2023	Management	3	Yes	Elect Director Juan Saldivar von Wuthenau	For	For	For	For	WITHHOLD votes for Gilbert Vasquez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	06/08/2023	Management	4	Yes	Elect Director Martha Elena Diaz	For	For	For	For	WITHHOLD votes for Gilbert Vasquez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	06/08/2023	Management	5	Yes	Elect Director Fehmi Zeko	For	For	For	For	WITHHOLD votes for Gilbert Vasquez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Entravision Communications Corporation	06/08/2023	Management	6	Yes	Elect Director Thomas Strickler	For	For	For	For	WITHHOLD votes for Gilbert Vasquez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Entravision Communications Corporation	06/08/2023	Management	7	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the amendments would not have an adverse impact on shareholder rights.
Entravision Communications Corporation	06/08/2023	Management	8	Yes	Ratify Deloitte and Touche, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Entravision Communications Corporation	06/08/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST for this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's base salary remained relatively high, and bonuses granted to the NEOs were largely discretionary. Further, equity awards are purely time-vesting.
Entravision Communications Corporation	06/08/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Entravision Communications Corporation	06/08/2023	Management	11	Yes	Elect Director Brad Bender	For	For	For	For	WITHHOLD votes for Gilbert Vasquez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envestnet, Inc.	06/15/2023	Management	1	Yes	Elect Director Luis Aguilar	For	For	For	For	A vote FOR all director nominees is warranted.
Envestnet, Inc.	06/15/2023	Management	2	Yes	Elect Director Gayle Crowell	For	For	For	For	A vote FOR all director nominees is warranted.
Envestnet, Inc.	06/15/2023	Management	3	Yes	Elect Director James Fox	For	For	For	For	A vote FOR all director nominees is warranted.
Envestnet, Inc.	06/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Envestnet, Inc.	06/15/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Envestnet, Inc.	06/15/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Envista Holdings Corporation	05/23/2023	Management	1	Yes	Elect Director Kieran T. Gallahue	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	2	Yes	Elect Director Barbara Hulit	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	3	Yes	Elect Director Amir Aghdaei	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	4	Yes	Elect Director Vivek Jain	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	5	Yes	Elect Director Daniel Raskas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Envista Holdings Corporation	05/23/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Enzo Biochem, Inc.	01/31/2023	Management	1	Yes	Elect Director Hamid Erfanian	For	For	For	For	Votes AGAINST Compensation Committee members Mary Tagliaferri and Bradley Radoff are warranted as the board amended the employment agreements of certain executives in the past year that contains a single-trigger provision in the event of a change in control. A vote FOR Hamid Erfanian is warranted.

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Enzo Biochem, Inc.	01/31/2023	Management	2	Yes	Elect Director Bradley L. Radoff	For	For	Against	Against	Votes AGAINST Compensation Committee members Mary Tagliaferri and Bradley Radoff are warranted as the board amended the employment agreements of certain executives in the past year that contains a single-trigger provision in the event of a change in control. A vote FOR Hamid Erfanian is warranted.
Enzo Biochem, Inc.	01/31/2023	Management	3	Yes	Elect Director Mary Tagliaferri	For	For	Against	Against	Votes AGAINST Compensation Committee members Mary Tagliaferri and Bradley Radoff are warranted as the board amended the employment agreements of certain executives in the past year that contains a single-trigger provision in the event of a change in control. A vote FOR Hamid Erfanian is warranted.
Enzo Biochem, Inc.	01/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently amended the employment agreements of certain NEOs that provide for problematic single-trigger bonus payments in the event of a change in control.
Enzo Biochem, Inc.	01/31/2023	Management	5	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enzo Biochem, Inc.	05/22/2023	Management	1	Yes	Approve Sale of Company Assets	For	For	For	For	A vote FOR this transaction is warranted. The proposed asset sale appears to be the best available alternative to maximize value for shareholders. Further, there appears to be substantial downside risk of non-approval, given the performance of ENZ shares since announcement and the substantial doubt regarding the company's ability to remain a going concern.
Enzo Biochem, Inc.	05/22/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this transaction is warranted, as the underlying transaction (Item 1) merits support.
Equitrans Midstream Corporation	04/25/2023	Management	1	Yes	Elect Director Vicky A. Bailey	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	2	Yes	Elect Director Sarah M. Barpoulis	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	3	Yes	Elect Director Kenneth M. Burke	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	4	Yes	Elect Director Diana M. Charletta	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	5	Yes	Elect Director Thomas F. Karam	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	6	Yes	Elect Director D. Mark Leland	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	7	Yes	Elect Director Norman J. Szydlowski	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	8	Yes	Elect Director Robert F. Vagt	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Equitrans Midstream Corporation	04/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Equitrans Midstream Corporation	04/25/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Equity Bancshares, Inc.	04/25/2023	Management	1	Yes	Elect Director Leon H. Borck	For	Against	Against	Against	Votes AGAINST non-independent nominees Leon (Lee) Borck and Gregory (Greg) Gaeddert are warranted for lack of a majority independent board. Votes AGAINST Leon (Lee) Borck and Gregory (Greg) Gaeddert are also warranted for serving as non-independent members of a key board committee. A vote AGAINST governance committee members Leon (Lee) Borck, Gregory (Greg) Gaeddert, and Benjamin (Ben) Hutton is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

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Equity Bancshares, Inc.	04/25/2023	Management	2	Yes	Elect Director Gregory L. Gaeddert	For	Against	Against	Against	Votes AGAINST non-independent nominees Leon (Lee) Borck and Gregory (Greg) Gaeddert are warranted for lack of a majority independent board. Votes AGAINST Leon (Lee) Borck and Gregory (Greg) Gaeddert are also warranted for serving as non-independent members of a key board committee. A vote AGAINST governance committee members Leon (Lee) Borck, Gregory (Greg) Gaeddert, and Benjamin (Ben) Hutton is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Equity Bancshares, Inc.	04/25/2023	Management	3	Yes	Elect Director Benjamin M. Hutton	For	Against	Against	Against	Votes AGAINST non-independent nominees Leon (Lee) Borck and Gregory (Greg) Gaeddert are warranted for lack of a majority independent board. Votes AGAINST Leon (Lee) Borck and Gregory (Greg) Gaeddert are also warranted for serving as non-independent members of a key board committee. A vote AGAINST governance committee members Leon (Lee) Borck, Gregory (Greg) Gaeddert, and Benjamin (Ben) Hutton is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Equity Bancshares, Inc.	04/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's equity awards were majority time-vesting, the bonus program remains primarily based on pre-set performance goals.
Equity Bancshares, Inc.	04/25/2023	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ESAB Corporation	05/11/2023	Management	1	Yes	Elect Director Mitchell P. Rales	For	For	For	For	A vote FOR all director nominees is warranted.
ESAB Corporation	05/11/2023	Management	2	Yes	Elect Director Stephanie M. Philipps	For	For	For	For	A vote FOR all director nominees is warranted.
ESAB Corporation	05/11/2023	Management	3	Yes	Elect Director Didier Teirlinck	For	For	For	For	A vote FOR all director nominees is warranted.
ESAB Corporation	05/11/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ESAB Corporation	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of personal aircraft use and financial planning perquisites to the CEO.
ESAB Corporation	05/11/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Escalade, Incorporated	05/10/2023	Management	1	Yes	Elect Director Walter P. Glazer, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr., and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Escalade, Incorporated	05/10/2023	Management	2	Yes	Elect Director Katherine F. Franklin	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr., and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Escalade, Incorporated	05/10/2023	Management	3	Yes	Elect Director Edward E. Williams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr., and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Escalade, Incorporated	05/10/2023	Management	4	Yes	Elect Director Richard F. Baalmann, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr., and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Escalade, Incorporated	05/10/2023	Management	5	Yes	Elect Director Patrick J. Griffin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr., and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Escalade, Incorporated	05/10/2023	Management	6	Yes	Elect Director Anita Sehgal	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Glazer Jr., Edward (Ned) Williams, Richard (Rick) Baalmann Jr., and Patrick Griffin are warranted for lack of a majority independent board. WITHHOLD votes for Edward (Ned) Williams and Richard (Rick) Baalmann Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Escalade, Incorporated	05/10/2023	Management	7	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Escalade, Incorporated	05/10/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ESCO Technologies Inc.	02/03/2023	Management	1	Yes	Elect Director Patrick M. Dewar	For	For	For	For	Votes FOR the nominees are warranted.
ESCO Technologies Inc.	02/03/2023	Management	2	Yes	Elect Director Vinod M. Khilnani	For	For	For	For	Votes FOR the nominees are warranted.
ESCO Technologies Inc.	02/03/2023	Management	3	Yes	Elect Director Robert J. Phillippy	For	For	For	For	Votes FOR the nominees are warranted.
ESCO Technologies Inc.	02/03/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ESCO Technologies Inc.	02/03/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ESCO Technologies Inc.	02/03/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ESCO Technologies Inc.	02/03/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Esquire Financial Holdings, Inc.	05/25/2023	Management	1	Yes	Elect Director Joseph Melohn	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Mitzman and Kevin Waterhouse are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Waterhouse are warranted, as Governance Committee chair, given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights and, as Nominating Committee chair, for failing to establish racial or ethnic diversity on the board. A vote FOR Joseph Melohn is warranted.

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Esquire Financial Holdings, Inc.	05/25/2023	Management	2	Yes	Elect Director Robert J. Mitzman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mitzman and Kevin Waterhouse are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Waterhouse are warranted, as Governance Committee chair, given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights and, as Nominating Committee chair, for failing to establish racial or ethnic diversity on the board. A vote FOR Joseph Melohn is warranted.
Esquire Financial Holdings, Inc.	05/25/2023	Management	3	Yes	Elect Director Kevin C. Waterhouse	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Mitzman and Kevin Waterhouse are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Kevin Waterhouse are warranted, as Governance Committee chair, given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights and, as Nominating Committee chair, for failing to establish racial or ethnic diversity on the board. A vote FOR Joseph Melohn is warranted.
Esquire Financial Holdings, Inc.	05/25/2023	Management	4	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Esquire Financial Holdings, Inc.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The CEO's base salary is relatively high and continues to grow, while the annual bonus payout is based entirely on the compensation committee's discretion. In addition, the LTI program was entirely in time-vested equity. Furthermore, concerns are raised with respect to the problematic provisions embedded in the company's existing change-in-control agreements with certain executive officers, such as excessive severance basis, modified single-triggered cash severance payment, and excise tax gross-up; the sizable perquisites provided to the CEO, and the company's lack of risk mitigating features that may benefit shareholders.
Esquire Financial Holdings, Inc.	05/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ESSA Bancorp, Inc.	03/09/2023	Management	1	Yes	Elect Director Daniel J. Henning	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Henning and Elizabeth Weekes are warranted for serving as non-independent members of a key board committee. A vote FOR Tina Q. Richardson is warranted.
ESSA Bancorp, Inc.	03/09/2023	Management	2	Yes	Elect Director Elizabeth B. Weekes	For	For	Withhold	Withhold	WITHHOLD votes for Daniel Henning and Elizabeth Weekes are warranted for serving as non-independent members of a key board committee. A vote FOR Tina Q. Richardson is warranted.
ESSA Bancorp, Inc.	03/09/2023	Management	3	Yes	Elect Director Tina Q. Richardson	For	For	For	For	WITHHOLD votes for Daniel Henning and Elizabeth Weekes are warranted for serving as non-independent members of a key board committee. A vote FOR Tina Q. Richardson is warranted.
ESSA Bancorp, Inc.	03/09/2023	Management	4	Yes	Ratify S.R. Snodgrass, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ESSA Bancorp, Inc.	03/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ESSA Bancorp, Inc.	03/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Essent Group Ltd.	05/02/2023	Management	1	Yes	Elect Director Mark A. Casale	For	For	For	For	WITHHOLD votes for William Spiegel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Essent Group Ltd.	05/02/2023	Management	2	Yes	Elect Director Douglas J. Pauls	For	For	For	For	WITHHOLD votes for William Spiegel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essent Group Ltd.	05/02/2023	Management	3	Yes	Elect Director William Spiegel	For	For	Withhold	Withhold	WITHHOLD votes for William Spiegel are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essent Group Ltd.	05/02/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essent Group Ltd.	05/02/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Essent Group Ltd.	05/02/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Euronet Worldwide, Inc.	05/18/2023	Management	1	Yes	Elect Director Ligia Torres Fentanes	For	For	For	For	WITHHOLD votes for non-independent nominee Andrzej Olechowski are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Ligia Torres Fentanes is warranted.
Euronet Worldwide, Inc.	05/18/2023	Management	2	Yes	Elect Director Andrzej Olechowski	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrzej Olechowski are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Ligia Torres Fentanes is warranted.
Euronet Worldwide, Inc.	05/18/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Euronet Worldwide, Inc.	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern surrounding the LTI structure, as a relatively small portion of total equity awards vest based on a true, multi-year performance period. Additionally, the CEO's equity awards increased amid sustained TSR underperformance. However, equity awards are entirely performance-conditioned and forward-looking goals are disclosed. Additionally, the STI program is entirely based on an objective financial metric with a rigorous target and maximum payouts under the program are substantiated by generally strong financial performance in FY22. Continued close monitoring of the LTI program and equity award magnitude is warranted.
Euronet Worldwide, Inc.	05/18/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
European Wax Center, Inc.	06/06/2023	Management	1	Yes	Elect Director Laurie Ann Goldman	For	For	For	For	WITHHOLD votes are warranted for governance committee member Dorvin Lively given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
European Wax Center, Inc.	06/06/2023	Management	2	Yes	Elect Director Dorvin D. Lively	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Dorvin Lively given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
European Wax Center, Inc.	06/06/2023	Management	3	Yes	Elect Director Nital Scott	For	For	For	For	WITHHOLD votes are warranted for governance committee member Dorvin Lively given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
European Wax Center, Inc.	06/06/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
European Wax Center, Inc.	06/06/2023	Management	5	Yes	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Evans Bancorp, Inc.	05/02/2023	Management	1	Yes	Elect Director Michael A. Battle	For	For	For	For	A vote FOR the director nominees is warranted.
Evans Bancorp, Inc.	05/02/2023	Management	2	Yes	Elect Director Jody L. Lomeo	For	For	For	For	A vote FOR the director nominees is warranted.
Evans Bancorp, Inc.	05/02/2023	Management	3	Yes	Elect Director Nora B. Sullivan	For	For	For	For	A vote FOR the director nominees is warranted.
Evans Bancorp, Inc.	05/02/2023	Management	4	Yes	Elect Director Dawn DePerrior	For	For	For	For	A vote FOR the director nominees is warranted.
Evans Bancorp, Inc.	05/02/2023	Management	5	Yes	Elect Director Robert A. James	For	For	For	For	A vote FOR the director nominees is warranted.
Evans Bancorp, Inc.	05/02/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Evans Bancorp, Inc.	05/02/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Evercore Inc.	06/15/2023	Management	1	Yes	Elect Director Roger C. Altman	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	2	Yes	Elect Director Richard I. Beattie	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	3	Yes	Elect Director Pamela G. Carlton	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	4	Yes	Elect Director Ellen V. Futter	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	5	Yes	Elect Director Gail B. Harris	For	For	Against	Against	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	6	Yes	Elect Director Robert B. Millard	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	7	Yes	Elect Director Willard J. Overlock, Jr.	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	8	Yes	Elect Director Simon M. Robertson	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	9	Yes	Elect Director John S. Weinberg	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	10	Yes	Elect Director William J. Wheeler	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Evercore Inc.	06/15/2023	Management	11	Yes	Elect Director Sarah K. Williamson	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains change-in-control agreements that contain an excise tax gross-up provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.
Evercore Inc.	06/15/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EverQuote, Inc.	06/08/2023	Management	1	Yes	Elect Director David Blundin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for non-independent director nominees David Blundin, Jayme Mendal, and Mira Wilczek due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for compensation committee members Mira Wilczek and Paul Deninger due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions and lacks risk mitigating provisions. In addition, the company does not disclose any pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards.
EverQuote, Inc.	06/08/2023	Management	2	Yes	Elect Director Sanju Bansal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for non-independent director nominees David Blundin, Jayme Mendal, and Mira Wilczek due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for compensation committee members Mira Wilczek and Paul Deninger due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions and lacks risk mitigating provisions. In addition, the company does not disclose any pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards.

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EverQuote, Inc.	06/08/2023	Management	3	Yes	Elect Director Paul Deninger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for non-independent director nominees David Blundin, Jayme Mendal, and Mira Wilczek due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for compensation committee members Mira Wilczek and Paul Deninger due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions and lacks risk mitigating provisions. In addition, the company does not disclose any pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards.
EverQuote, Inc.	06/08/2023	Management	4	Yes	Elect Director Jayme Mendal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for non-independent director nominees David Blundin, Jayme Mendal, and Mira Wilczek due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for compensation committee members Mira Wilczek and Paul Deninger due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions and lacks risk mitigating provisions. In addition, the company does not disclose any pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards.
EverQuote, Inc.	06/08/2023	Management	5	Yes	Elect Director George Neble	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Neble, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for non-independent director nominees David Blundin, Jayme Mendal, and Mira Wilczek due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for compensation committee members Mira Wilczek and Paul Deninger due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions and lacks risk mitigating provisions. In addition, the company does not disclose any pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards.

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EverQuote, Inc.	06/08/2023	Management	6	Yes	Elect Director John Shields	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Nebel, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for non-independent director nominees David Blundin, Jayme Mendal, and Mira Wilczek due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for compensation committee members Mira Wilczek and Paul Deninger due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions and lacks risk mitigating provisions. In addition, the company does not disclose any pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards.
EverQuote, Inc.	06/08/2023	Management	7	Yes	Elect Director Mira Wilczek	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees David Blundin, Jayme Mendal, Sanju Bansal, Paul Deninger, George Nebel, John Shields, and Mira Wilczek given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for non-independent director nominees David Blundin, Jayme Mendal, and Mira Wilczek due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for Mira Wilczek for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for compensation committee members Mira Wilczek and Paul Deninger due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions and lacks risk mitigating provisions. In addition, the company does not disclose any pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards.
EverQuote, Inc.	06/08/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EVERTEC, Inc.	05/25/2023	Management	1	Yes	Elect Director Frank G. D'Angelo	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	2	Yes	Elect Director Morgan M. Schuessler, Jr.	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	3	Yes	Elect Director Kelly Barrett	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	4	Yes	Elect Director Olga Botero	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	5	Yes	Elect Director Jorge A. Junquera	For	For	Against	Against	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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EVERTEC, Inc.	05/25/2023	Management	6	Yes	Elect Director Ivan Pagan	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	7	Yes	Elect Director Aldo J. Polak	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	8	Yes	Elect Director Alan H. Schumacher	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	9	Yes	Elect Director Brian J. Smith	For	For	For	For	Votes AGAINST Jorge Junquera Diez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EVERTEC, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
EVERTEC, Inc.	05/25/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EVERTEC, Inc.	05/25/2023	Management	12	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. The proposed amendment will not have any material impact on the rights and abilities of current shareholders.
Evolent Health, Inc.	06/08/2023	Management	1	Yes	Elect Director Craig Barbarosh	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	2	Yes	Elect Director Seth Blackley	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	3	Yes	Elect Director M. Bridget Duffy	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	4	Yes	Elect Director Peter Grua	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	5	Yes	Elect Director Diane Holder	For	For	Against	Against	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	6	Yes	Elect Director Richard Jelinek	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	7	Yes	Elect Director Kim Keck	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	8	Yes	Elect Director Cheryl Scott	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	9	Yes	Elect Director Tunde Sotunde	For	For	For	For	Votes AGAINST Diane Holder are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolent Health, Inc.	06/08/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Evolent Health, Inc.	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Evolent Health, Inc.	06/08/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Evoqua Water Technologies Corp.	02/07/2023	Management	1	Yes	Elect Director Ron C. Keating	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Ronald (Ron) Keating, Martin Lamb, and Peter Wilver given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Evoqua Water Technologies Corp.	02/07/2023	Management	2	Yes	Elect Director Martin J. Lamb	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Ronald (Ron) Keating, Martin Lamb, and Peter Wilver given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Evoqua Water Technologies Corp.	02/07/2023	Management	3	Yes	Elect Director Peter M. Wilver	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Ronald (Ron) Keating, Martin Lamb, and Peter Wilver given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Evoqua Water Technologies Corp.	02/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Evoqua Water Technologies Corp.	02/07/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Evoqua Water Technologies Corp.	05/11/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a premium and the implied valuation of the merger consideration appears fair. Moreover, the strategic rationale is reasonable, the merger is expected to generate meaningful cost synergies, and the equity consideration allows shareholders to participate in the upside potential of the combined company. Lastly, there is a potential downside risk of non-approval. As such, support FOR the proposed transaction is warranted.
Evoqua Water Technologies Corp.	05/11/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. Further, equity awards will only vest upon a qualifying termination of employment, and PSUs will vest at target.
Evoqua Water Technologies Corp.	05/11/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Exagen Inc.	06/09/2023	Management	1	Yes	Elect Director Brian Birk	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brian Birk are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members Brian Birk and Ebetuel (Beto) Pallares are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Tina Nova is warranted.
Exagen Inc.	06/09/2023	Management	2	Yes	Elect Director Tina S. Nova	For	For	For	For	WITHHOLD votes for Brian Birk are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members Brian Birk and Ebetuel (Beto) Pallares are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Tina Nova is warranted.

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Exagen Inc.	06/09/2023	Management	3	Yes	Elect Director Ebetuel Pallares	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brian Birk are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee members Brian Birk and Ebetuel (Beto) Pallares are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Tina Nova is warranted.
Exagen Inc.	06/09/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Exelixis, Inc.	05/31/2023	Management	3	Yes	Elect Management Nominee Director Maria C. Freire	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	4	Yes	Elect Management Nominee Director Alan M. Garber	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	5	Yes	Elect Management Nominee Director Michael M. Morrissey	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	6	Yes	Elect Management Nominee Director Stelios Papadopoulos	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	7	Yes	Elect Management Nominee Director George Poste	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	8	Yes	Elect Management Nominee Director Julie Anne Smith	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	9	No	Elect Management Nominee Director Lance Willsey "Withdrawn Resolution"					DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	10	Yes	Elect Management Nominee Director Jacqueline Wright	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	11	Yes	Elect Management Nominee Director Jack L. Wyszomierski	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	12	Yes	Elect Opposition Nominee Director Tomas J. Heyman	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	13	Yes	Elect Opposition Nominee Director Robert 'Bob' Oliver, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	14	Yes	Elect Opposition Nominee Director David E. Johnson	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	20	Yes	Elect Opposition Nominee Director Tomas J. Heyman	For	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Shareholder	21	Yes	Elect Opposition Nominee Director David E. Johnson	For	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Shareholder	22	Yes	Elect Opposition Nominee Director Robert 'Bob' Oliver, Jr.	For	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	23	Yes	Elect Management Nominee Director Maria C. Freire	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	24	Yes	Elect Management Nominee Director Alan M. Garber	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	25	Yes	Elect Management Nominee Director Michael M. Morrissey	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.

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Exelixis, Inc.	05/31/2023	Management	26	Yes	Elect Management Nominee Director Stelios Papadopoulos	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	27	Yes	Elect Management Nominee Director George Poste	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	28	Yes	Elect Management Nominee Director Julie Anne Smith	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	29	Yes	Elect Management Nominee Director Jacqueline Wright	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	30	Yes	Elect Management Nominee Director Jack L. Wyszomierski	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	31	No	Elect Management Nominee Director Lance Willsey *Withdrawn Resolution*					Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	32	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/31/2023	Management	33	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Exelixis, Inc.	05/31/2023	Management	34	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ExlService Holdings, Inc.	06/20/2023	Management	1	Yes	Elect Director Vikram Pandit	For	For	For	For	Votes FOR all directors are warranted at this time.
ExlService Holdings, Inc.	06/20/2023	Management	2	Yes	Elect Director Rohit Kapoor	For	For	For	For	Votes FOR all directors are warranted at this time.
ExlService Holdings, Inc.	06/20/2023	Management	3	Yes	Elect Director Andreas Fibig	For	For	For	For	Votes FOR all directors are warranted at this time.
ExlService Holdings, Inc.	06/20/2023	Management	4	Yes	Elect Director Som Mittal	For	For	For	For	Votes FOR all directors are warranted at this time.
ExlService Holdings, Inc.	06/20/2023	Management	5	Yes	Elect Director Kristy Pipes	For	For	For	For	Votes FOR all directors are warranted at this time.
ExlService Holdings, Inc.	06/20/2023	Management	6	Yes	Elect Director Nitin Sahney	For	For	For	For	Votes FOR all directors are warranted at this time.
ExlService Holdings, Inc.	06/20/2023	Management	7	Yes	Elect Director Jaynie Studenmund	For	For	For	For	Votes FOR all directors are warranted at this time.
ExlService Holdings, Inc.	06/20/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ExlService Holdings, Inc.	06/20/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ExlService Holdings, Inc.	06/20/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ExlService Holdings, Inc.	06/20/2023	Management	11	Yes	Approve Forward Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the board's rationale and the corresponding increase in the number of authorized shares are reasonable.
ExlService Holdings, Inc.	06/20/2023	Management	12	Yes	Amend Articles of Incorporation to Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted as the ability to remove directors with or without cause is considered to enhance shareholder rights.
Exponent, Inc.	06/08/2023	Management	1	Yes	Elect Director George H. Brown	For	For	For	For	Votes FOR all director nominees are warranted.
Exponent, Inc.	06/08/2023	Management	2	Yes	Elect Director Catherine Ford Corrigan	For	For	For	For	Votes FOR all director nominees are warranted.
Exponent, Inc.	06/08/2023	Management	3	Yes	Elect Director Paul R. Johnston	For	For	For	For	Votes FOR all director nominees are warranted.
Exponent, Inc.	06/08/2023	Management	4	Yes	Elect Director Carol Lindstrom	For	For	For	For	Votes FOR all director nominees are warranted.
Exponent, Inc.	06/08/2023	Management	5	Yes	Elect Director Karen A. Richardson	For	For	For	For	Votes FOR all director nominees are warranted.
Exponent, Inc.	06/08/2023	Management	6	Yes	Elect Director Debra L. Zumwalt	For	For	For	For	Votes FOR all director nominees are warranted.
Exponent, Inc.	06/08/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exponent, Inc.	06/08/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Exponent, Inc.	06/08/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Expro Group Holdings N.V.	05/24/2023	Management	1	Yes	Elect Director Michael C. Kearney	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	2	Yes	Elect Director Michael Jardon	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	3	Yes	Elect Director Eitan Arbeter	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	4	Yes	Elect Director Robert W. Drummond	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	5	Yes	Elect Director Alan Schrager	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	6	Yes	Elect Director Lisa L. Troe	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	7	Yes	Elect Director Brian Truelove	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	8	Yes	Elect Director Frances M. Vallejo	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	9	Yes	Elect Director Eileen G. Whelley	For	For	For	For	A vote FOR the director nominees is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Expro Group Holdings N.V.	05/24/2023	Management	11	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR is warranted in the absence of concerns over the financial statements and the company's independent auditor has issued an unqualified opinion over the financial statements.
Expro Group Holdings N.V.	05/24/2023	Management	12	Yes	Approve Discharge of Board Members	For	For	For	For	A vote FOR is warranted in the absence of any information about significant and compelling controversies suggesting that the management and supervisory boards are not fulfilling their fiduciary duties.
Expro Group Holdings N.V.	05/24/2023	Management	13	Yes	Ratify Deloitte Accountants B.V. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Expro Group Holdings N.V.	05/24/2023	Management	15	Yes	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, as the proposed share repurchase program does not raise concern.
Expro Group Holdings N.V.	05/24/2023	Management	16	Yes	Approve the Issuance of Up to 20 Percent of the Company's Issued Capital	For	For	Against	Against	A vote AGAINST this proposal is warranted as the proposed amount is not within recommended limits.
Expro Group Holdings N.V.	05/24/2023	Management	17	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 432 of the Internal Revenue Code.
F.N.B. Corporation	05/10/2023	Management	1	Yes	Elect Director Pamela A. Bena	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	2	Yes	Elect Director William B. Campbell	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	3	Yes	Elect Director James D. Chiafullo	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	4	Yes	Elect Director Vincent J. Delie, Jr.	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	5	Yes	Elect Director Mary Jo Dively	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	6	Yes	Elect Director David J. Malone	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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F.N.B. Corporation	05/10/2023	Management	7	Yes	Elect Director Frank C. Mencini	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	8	Yes	Elect Director David L. Motley	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	9	Yes	Elect Director Heidi A. Nicholas	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	10	Yes	Elect Director John S. Stanik	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	11	Yes	Elect Director William J. Strimbu	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
F.N.B. Corporation	05/10/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
F.N.B. Corporation	05/10/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Farmer Bros. Co.	01/12/2023	Management	1	Yes	Elect Director Allison M. Boersma	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	2	Yes	Elect Director Stacy Loretz-Congdon	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	3	Yes	Elect Director D. Deverl Maserang, II	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	4	Yes	Elect Director Christopher P. Mottern	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	5	Yes	Elect Director David A. Pace	For	For	Withhold	Withhold	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	6	Yes	Elect Director Alfred Poe	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	7	Yes	Elect Director Bradley L. Radoff	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	8	Yes	Elect Director John D. Robinson	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Farmer Bros. Co.	01/12/2023	Management	9	Yes	Elect Director Waheed Zaman	For	For	For	For	WITHHOLD votes for David (Dave) Pace are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Farmer Bros. Co.	01/12/2023	Management	10	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments would not diminish shareholder rights.
Farmer Bros. Co.	01/12/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Farmer Bros. Co.	01/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the compensation committee demonstrated sufficient responsiveness to a certain degree following last year's low say-on-pay support, the pay-for-performance misalignment is not mitigated at this time. The CEO's pay is relatively high during a period of poor long-term stock performance. While the bonus program is entirely performance-based, the CEO's performance awards are based on the same performance metric which appears to be measured annually during the performance period. When short- and long-term awards are based on the same performance metrics, this could result in duplicative payouts for the same performance. The performance goals for the long-term awards were also not disclosed.
Farmers National Banc Corp.	04/20/2023	Management	1	Yes	Elect Director Gregory C. Bestic	For	For	Withhold	Withhold	WITHHOLD votes for Gregory Bestic are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/20/2023	Management	2	Yes	Elect Director Kevin J. Helmick	For	For	For	For	WITHHOLD votes for Gregory Bestic are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/20/2023	Management	3	Yes	Elect Director Neil J. Kaback	For	For	For	For	WITHHOLD votes for Gregory Bestic are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/20/2023	Management	4	Yes	Elect Director Terry A. Moore	For	For	For	For	WITHHOLD votes for Gregory Bestic are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Farmers National Banc Corp.	04/20/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Farmers National Banc Corp.	04/20/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Farmers National Banc Corp.	04/20/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
FARO Technologies, Inc.	05/25/2023	Management	1	No	Elect Director Michael D. Burger *Withdrawn Resolution*					A vote FOR the director nominees is warranted.
FARO Technologies, Inc.	05/25/2023	Management	2	Yes	Elect Director Alex Davern	For	For	For	For	A vote FOR the director nominees is warranted.
FARO Technologies, Inc.	05/25/2023	Management	3	Yes	Elect Director Rajani Ramanathan	For	For	For	For	A vote FOR the director nominees is warranted.
FARO Technologies, Inc.	05/25/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FARO Technologies, Inc.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
FARO Technologies, Inc.	05/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FARO Technologies, Inc.	05/25/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Fastly, Inc.	06/14/2023	Management	1	Yes	Elect Director Aida Alvarez	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Aida Alvarez given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Fastly, Inc.	06/14/2023	Management	2	Yes	Elect Director Richard Daniels	For	For	For	For	WITHHOLD votes are warranted for governance committee member Aida Alvarez given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Fastly, Inc.	06/14/2023	Management	3	Yes	Elect Director Todd Nightingale	For	For	For	For	WITHHOLD votes are warranted for governance committee member Aida Alvarez given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Fastly, Inc.	06/14/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastly, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as relatively large one-time equity awards to the new CEO contributed to a misalignment between executive pay and company performance during the year in review. Furthermore, the majority of the company's regular equity awards are time-based, and PSUs utilize a short one-year performance period with the same metrics as the annual incentive awards, thereby awarding executives twice for the same performance.
Fastly, Inc.	06/14/2023	Management	6	Yes	Approve Grant of Performance Based Stock Options to Artur Bergman	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are concerns regarding the magnitude of the proposed option award, which effectively locks in CEO-level pay opportunities for multiple years to a non-CEO executives. The structure restricts the board's ability to meaningfully adjust future pay levels or incentive metrics. In addition, one tranche does not utilize a rigorous target goal. Lastly, investors may question the need for another sizable stock award to a CEO who owns a substantial portion of the company's stock.
Fate Therapeutics, Inc.	06/06/2023	Management	1	Yes	Elect Director Robert S. Epstein	For	For	For	For	Votes FOR all director nominees are warranted.
Fate Therapeutics, Inc.	06/06/2023	Management	2	Yes	Elect Director John D. Mendlein	For	For	For	For	Votes FOR all director nominees are warranted.
Fate Therapeutics, Inc.	06/06/2023	Management	3	Yes	Elect Director Karin Jooss	For	For	For	For	Votes FOR all director nominees are warranted.
Fate Therapeutics, Inc.	06/06/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fate Therapeutics, Inc.	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
FB Financial Corporation	05/18/2023	Management	1	Yes	Elect Director J. Jonathan (Jon) Ayers	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	2	Yes	Elect Director William (Bill) F. Carpenter, III	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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FB Financial Corporation	05/18/2023	Management	3	Yes	Elect Director Agenia W. Clark	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	4	Yes	Elect Director James (Jim) W. Cross, IV	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	5	Yes	Elect Director James (Jimmy) L. Exum	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	6	Yes	Elect Director Christopher (Chris) T. Holmes	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	7	Yes	Elect Director Orrin H. Ingram	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	8	Yes	Elect Director Raja J. Jubran	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	9	Yes	Elect Director C. Wright Pinson	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	10	Yes	Elect Director Emily J. Reynolds	For	For	Withhold	Withhold	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	11	Yes	Elect Director Melody J. Sullivan	For	For	For	For	WITHHOLD votes for James (Jimmy) Exum, Orrin Ingram II and Emily Reynolds are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FB Financial Corporation	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FB Financial Corporation	05/18/2023	Management	13	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
FB Financial Corporation	05/18/2023	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Federal Signal Corporation	04/25/2023	Management	1	Yes	Elect Director Eugene J. Lowe, III	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer, and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Federal Signal Corporation	04/25/2023	Management	2	Yes	Elect Director Dennis J. Martin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer, and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/25/2023	Management	3	Yes	Elect Director Bill Owens	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer, and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/25/2023	Management	4	Yes	Elect Director Shashank Patel	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer, and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/25/2023	Management	5	Yes	Elect Director Brenda L. Reichelderfer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer, and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/25/2023	Management	6	Yes	Elect Director Jennifer L. Sherman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer, and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/25/2023	Management	7	Yes	Elect Director John L. Workman	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Martin, Jennifer Sherman, Brenda Reichelderfer, and William (Bill) Owens are warranted for lack of a majority independent board. WITHHOLD votes for Brenda Reichelderfer and William (Bill) Owens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Signal Corporation	04/25/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Federal Signal Corporation	04/25/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Federal Signal Corporation	04/25/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ferroglobe PLC	06/27/2023	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Ferroglobe PLC	06/27/2023	Management	2	Yes	Approve Remuneration Report	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.

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Ferroglobe PLC	06/27/2023	Management	3	Yes	Elect Director Javier Lopez Madrid	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	4	Yes	Elect Director Marco Levi	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	5	Yes	Elect Director Marta Amusategui	For	Against	Against	Against	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	6	Yes	Elect Director Bruce L. Crockett	For	Against	Against	Against	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	7	Yes	Elect Director Stuart E. Eizenstat	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	8	Yes	Elect Director Manuel Garrido y Ruano	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	9	Yes	Elect Director Juan Villar-Mir de Fuentes	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	10	Yes	Elect Director Belen Villalonga	For	Against	Against	Against	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	11	Yes	Elect Director Silvia Villar-Mir de Fuentes	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	12	Yes	Elect Director Nicolas De Santis	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	13	Yes	Elect Director Rafael Barrilero Yarnoz	For	For	For	For	Votes AGAINST Audit Committee members Bruce Crockett, Marta Amusategui, and Belen Villalonga Morenes are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Ferroglobe PLC	06/27/2023	Management	14	Yes	Ratify KPMG Auditores, S.L. as Auditors	For	For	For	For	A vote FOR these proposals is warranted.
Ferroglobe PLC	06/27/2023	Management	15	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR these proposals is warranted.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	1	Yes	Elect Director Stacey Rauch	For	For	For	For	A vote FOR all director nominees is warranted.

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Fiesta Restaurant Group, Inc.	05/10/2023	Management	2	Yes	Elect Director Nicholas Daraviras	For	For	For	For	A vote FOR all director nominees is warranted.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	3	Yes	Elect Director Nicholas P. Shepherd	For	For	For	For	A vote FOR all director nominees is warranted.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	4	Yes	Elect Director Paul E. Twohig	For	For	For	For	A vote FOR all director nominees is warranted.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	5	Yes	Elect Director Sherrill Kaplan	For	For	For	For	A vote FOR all director nominees is warranted.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	6	Yes	Elect Director Andrew V. Rechtschaffen	For	For	For	For	A vote FOR all director nominees is warranted.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	7	Yes	Elect Director Nirmal K. "Trip" Tripathy	For	For	For	For	A vote FOR all director nominees is warranted.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Fiesta Restaurant Group, Inc.	05/10/2023	Management	10	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Financial Institutions, Inc.	06/21/2023	Management	1	Yes	Elect Director Donald K. Boswell	For	For	For	For	A vote FOR the director nominees is warranted.
Financial Institutions, Inc.	06/21/2023	Management	2	Yes	Elect Director Andrew W. Dorn, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Financial Institutions, Inc.	06/21/2023	Management	3	Yes	Elect Director Robert M. Glaser	For	For	For	For	A vote FOR the director nominees is warranted.
Financial Institutions, Inc.	06/21/2023	Management	4	Yes	Elect Director Bruce W. Harting	For	For	For	For	A vote FOR the director nominees is warranted.
Financial Institutions, Inc.	06/21/2023	Management	5	Yes	Elect Director Susan R. Holliday	For	For	For	For	A vote FOR the director nominees is warranted.
Financial Institutions, Inc.	06/21/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Financial Institutions, Inc.	06/21/2023	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First American Financial Corporation	05/09/2023	Management	1	Yes	Elect Director Kenneth D. DeGiorgio	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	2	Yes	Elect Director James L. Doti	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	3	Yes	Elect Director Michael D. McKee	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	4	Yes	Elect Director Marsha A. Spence	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First American Financial Corporation	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First American Financial Corporation	05/09/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
First American Financial Corporation	05/09/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Bancorp	05/04/2023	Management	1	Yes	Elect Director Mary Clara Capel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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First Bancorp	05/04/2023	Management	2	Yes	Elect Director James C. Crawford, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	3	Yes	Elect Director Suzanne S. DeFerie	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	4	Yes	Elect Director Abby J. Donnelly	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	5	Yes	Elect Director Mason Y. Garrett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	6	Yes	Elect Director John B. Gould	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	7	Yes	Elect Director Michael G. Mayer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	8	Yes	Elect Director John W. McCauley	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	9	Yes	Elect Director Carlie C. McLamb, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	10	Yes	Elect Director Richard H. Moore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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First Bancorp	05/04/2023	Management	11	Yes	Elect Director Dexter V. Perry	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	12	Yes	Elect Director J. Randolph Potter	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	13	Yes	Elect Director O. Temple Sloan, III	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	14	Yes	Elect Director Frederick L. Taylor, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	15	Yes	Elect Director Virginia Thomasson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	16	Yes	Elect Director Dennis A. Wicker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Moore, James Crawford III, Mary Clara Capel, Suzanne DeFerie, Mason Garrett, Michael Mayer, Frederick Taylor II, Virginia Thomasson and Dennis Wicker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
First Bancorp	05/04/2023	Management	17	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Bancorp	05/04/2023	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First BanCorp.	05/18/2023	Management	1	Yes	Elect Director Juan Acosta Reboyras	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	2	Yes	Elect Director Aurelio Aleman	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	3	Yes	Elect Director Luz A. Crespo	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First BanCorp.	05/18/2023	Management	4	Yes	Elect Director Tracey Dedrick	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	5	Yes	Elect Director Patricia M. Eaves	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	6	Yes	Elect Director Daniel E. Frye	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	7	Yes	Elect Director John A. Heffern	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	8	Yes	Elect Director Roberto R. Herencia	For	For	Against	Against	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	9	Yes	Elect Director Felix M. Villamil	For	For	For	For	Votes AGAINST Roberto Herencia are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Roberto Herencia are further warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR remaining directors is warranted.
First BanCorp.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a single trigger change in control provision and excessive severance payout basis.
First BanCorp.	05/18/2023	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
First Bank	04/28/2023	Management	1	Yes	Elect Director Patrick M. Ryan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Bank	04/28/2023	Management	2	Yes	Elect Director Leslie E. Goodman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	3	Yes	Elect Director Patrick L. Ryan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	4	Yes	Elect Director Douglas C. Borden	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	5	Yes	Elect Director Scott R. Gamble	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	6	Yes	Elect Director Deborah Paige Hanson	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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First Bank	04/28/2023	Management	7	Yes	Elect Director Glenn M. Josephs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	8	Yes	Elect Director Peter Pantages	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	9	Yes	Elect Director Michael E. Salz	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	10	Yes	Elect Director John E. Strydesky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick M. Ryan, Patrick L. Ryan, Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are warranted for lack of a majority independent board. WITHHOLD votes for Leslie (Les) Goodman, Glenn Josephs, Peter Pantages and John Strydesky are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Douglas (Doug) Borden are warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
First Bank	04/28/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Bank	04/28/2023	Management	12	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Bank	04/28/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Bank	04/28/2023	Management	14	Yes	Approve Merger and Issuance of Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted. Although the price of FRBA shares have decreased since announcement, this appears to be attributable in part to headwinds facing the banking sector. Moreover, the strategic rationale appears logical, in that the parties expect to realize costs savings and synergies. On balance, support for this transaction is warranted.
First Bank	04/28/2023	Management	15	Yes	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the underlying merger proposal (Item 5) merits support, and there is no evidence suggesting that the proposal is an attempt to entrench current management.

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First Bank	04/28/2023	Management	16	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying items warrant shareholder support.
First Busey Corporation	05/24/2023	Management	1	Yes	Elect Director Samuel P. Banks	For	For	Withhold	Withhold	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	2	Yes	Elect Director George Barr	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	3	Yes	Elect Director Stanley J. Bradshaw	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	4	Yes	Elect Director Michael D. Cassens	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	5	Yes	Elect Director Van A. Dukeman	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	6	Yes	Elect Director Karen M. Jensen	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	7	Yes	Elect Director Frederic L. Kenney	For	For	Withhold	Withhold	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	8	Yes	Elect Director Stephen V. King	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	9	Yes	Elect Director Gregory B. Lykins	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	10	Yes	Elect Director Cassandra R. Sanford	For	For	For	For	WITHHOLD votes for Samuel Banks and Frederic Kenney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Busey Corporation	05/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up and modified single-trigger change-in-control provisions.
First Busey Corporation	05/24/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Busey Corporation	05/24/2023	Management	13	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Business Financial Services, Inc.	04/28/2023	Management	1	Yes	Elect Director Carla C. Chavarria	For	For	For	For	A vote FOR all director nominees is warranted.
First Business Financial Services, Inc.	04/28/2023	Management	2	Yes	Elect Director Ralph R. Kauten	For	For	For	For	A vote FOR all director nominees is warranted.
First Business Financial Services, Inc.	04/28/2023	Management	3	Yes	Elect Director Gerald L. (Jerry) Kilcoyne	For	For	For	For	A vote FOR all director nominees is warranted.
First Business Financial Services, Inc.	04/28/2023	Management	4	Yes	Elect Director Daniel P. Olszewski	For	For	For	For	A vote FOR all director nominees is warranted.
First Business Financial Services, Inc.	04/28/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Business Financial Services, Inc.	04/28/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Business Financial Services, Inc.	04/28/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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First Commonwealth Financial Corporation	04/25/2023	Management	1	Yes	Elect Director Julie A. Caponi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	2	Yes	Elect Director Ray T. Charley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	3	Yes	Elect Director Gary R. Claus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	4	Yes	Elect Director David S. Dahlmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	5	Yes	Elect Director Johnston A. Glass	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Commonwealth Financial Corporation	04/25/2023	Management	6	Yes	Elect Director Jon L. Gorney	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	7	Yes	Elect Director Jane Grebenc	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	8	Yes	Elect Director David W. Greenfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	9	Yes	Elect Director Patricia A. Husic	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	10	Yes	Elect Director Bart E. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Commonwealth Financial Corporation	04/25/2023	Management	11	Yes	Elect Director Luke A. Latimer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	12	Yes	Elect Director Aradhna M. Oliphant	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	13	Yes	Elect Director T. Michael Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	14	Yes	Elect Director Robert J. Ventura	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	15	Yes	Elect Director Stephen A. Wolfe	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Michael (Mike) Price, Julie Caponi, Ray Charley, Gary Claus, David Dahlmann, Johnston Glass, Jane Grebenc, David Greenfield, Patricia (Patti) Husic, Luke Latimer and Robert (Bob) Ventura are warranted for lack of a majority independent board. WITHHOLD votes for Julie Caponi, Ray Charley, Gary Claus, David Greenfield, Luke Latimer and Robert (Bob) Ventura are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Commonwealth Financial Corporation	04/25/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First Commonwealth Financial Corporation	04/25/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Commonwealth Financial Corporation	04/25/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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First Community Bankshares, Inc.	05/23/2023	Management	1	Yes	Elect Director Gary R. Mills	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Gary Mills are warranted for lack of a majority independent board. WITHHOLD votes are warranted for nominating committee member Michael Adam Sarver for lack of racial or ethnic diversity on the board.
First Community Bankshares, Inc.	05/23/2023	Management	2	Yes	Elect Director M. Adam Sarver	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Gary Mills are warranted for lack of a majority independent board. WITHHOLD votes are warranted for nominating committee member Michael Adam Sarver for lack of racial or ethnic diversity on the board.
First Community Bankshares, Inc.	05/23/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
First Community Bankshares, Inc.	05/23/2023	Management	4	Yes	Ratify Elliott Davis, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
First Financial Bancorp	05/23/2023	Management	1	Yes	Elect Director William G. Barron	For	For	For	For	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	2	Yes	Elect Director Vincent A. Berta	For	For	For	For	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	3	Yes	Elect Director Cynthia O. Booth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	4	Yes	Elect Director Archie M. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	5	Yes	Elect Director Claude E. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Financial Bancorp	05/23/2023	Management	6	Yes	Elect Director Susan L. Knust	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	7	Yes	Elect Director William J. Kramer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	8	Yes	Elect Director Dawn C. Morris	For	For	For	For	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	9	Yes	Elect Director Thomas M. O'Brien	For	For	For	For	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	10	Yes	Elect Director Andre T. Porter	For	For	For	For	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	11	Yes	Elect Director Maribeth S. Rahe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	12	Yes	Elect Director Gary W. Warzala	For	For	For	For	WITHHOLD votes for non-independent nominees Claude Davis, Archie Brown Jr., Cynthia Booth, Susan Knust, William Kramer and Maribeth Rahe are warranted for lack of a majority independent board. WITHHOLD votes for Susan Knust, William Kramer and Maribeth Rahe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Bancorp	05/23/2023	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Financial Bancorp	05/23/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
First Financial Bancorp	05/23/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Financial Corporation	04/19/2023	Management	1	Yes	Elect Director Mark J. Blade	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory Gibson, Norman D. Lowery and Richard Shagley are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Gibson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/19/2023	Management	2	Yes	Elect Director Gregory L. Gibson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Gibson, Norman D. Lowery and Richard Shagley are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Gibson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/19/2023	Management	3	Yes	Elect Director Norman D. Lowery	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Gibson, Norman D. Lowery and Richard Shagley are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Gibson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/19/2023	Management	4	Yes	Elect Director Paul J. Pierson	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory Gibson, Norman D. Lowery and Richard Shagley are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Gibson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/19/2023	Management	5	Yes	Elect Director Richard J. Shagley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Gibson, Norman D. Lowery and Richard Shagley are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Gibson are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Financial Corporation	04/19/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Financial Corporation	04/19/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Financial Corporation	04/19/2023	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Financial Northwest, Inc.	05/11/2023	Management	1	Yes	Elect Director Joseph W. Kiley, III	For	For	For	For	Votes FOR all director nominees are warranted.
First Financial Northwest, Inc.	05/11/2023	Management	2	Yes	Elect Director Cindy L. Runger	For	For	For	For	Votes FOR all director nominees are warranted.
First Financial Northwest, Inc.	05/11/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Financial Northwest, Inc.	05/11/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Financial Northwest, Inc.	05/11/2023	Management	5	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Foundation Inc.	06/27/2023	Management	3	Yes	Elect Management Nominee Director Ulrich E. Keller, Jr.	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.

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First Foundation Inc.	06/27/2023	Management	4	Yes	Elect Management Nominee Director Scott F. Kavanaugh	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	5	Yes	Elect Management Nominee Director Max A. Briggs	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	6	Yes	Elect Management Nominee Director John A. Hakopian	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	7	Yes	Elect Management Nominee Director David G. Lake	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	8	Yes	Elect Management Nominee Director Elizabeth A. Pagliarini	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	9	Yes	Elect Management Nominee Director Mitchell M. Rosenberg	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	10	Yes	Elect Management Nominee Director Diane M. Rubin	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	11	Yes	Elect Management Nominee Director Jacob P. Sonenshine	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	12	Yes	Elect Management Nominee Director Gabriel V. Vazquez	For	For	For	For	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Shareholder	13	Yes	Elect Dissident Nominee Director Allison Ball	Withhold	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR all management nominees and WITHHOLD on dissident nominee Allison Ball.
First Foundation Inc.	06/27/2023	Management	14	Yes	Ratify Eide Bailly LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
First Foundation Inc.	06/27/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Foundation Inc.	06/27/2023	Shareholder	19	Yes	Elect Dissident Nominee Director Allison Ball	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	21	Yes	Elect Management Nominee Director Max A. Briggs	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	22	Yes	Elect Management Nominee Director Scott F. Kavanaugh	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	23	Yes	Elect Management Nominee Director Ulrich E. Keller, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	24	Yes	Elect Management Nominee Director David G. Lake	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	25	Yes	Elect Management Nominee Director Elizabeth A. Pagliarini	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	26	Yes	Elect Management Nominee Director Mitchell M. Rosenberg	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	27	Yes	Elect Management Nominee Director Diane M. Rubin	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	28	Yes	Elect Management Nominee Director Jacob P. Sonenshine	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	29	Yes	Elect Management Nominee Director Gabriel V. Vazquez	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	31	Yes	Elect Management Nominee Director John A. Hakopian	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	32	Yes	Ratify Eide Bailly LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Foundation Inc.	06/27/2023	Management	33	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
First Horizon Corporation	04/25/2023	Management	1	Yes	Elect Director Harry V. Barton, Jr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Horizon Corporation	04/25/2023	Management	2	Yes	Elect Director John N. Casbon	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	3	Yes	Elect Director John C. Compton	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	4	Yes	Elect Director Wendy P. Davidson	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	5	Yes	Elect Director William H. Fenstermaker	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	6	Yes	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	7	Yes	Elect Director J. Michael Kemp, Sr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	8	Yes	Elect Director Rick E. Maples	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	9	Yes	Elect Director Vicki R. Palmer	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	10	Yes	Elect Director Colin V. Reed	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	11	Yes	Elect Director E. Stewart Shea, III	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	12	Yes	Elect Director Cecelia D. Stewart	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	13	Yes	Elect Director Rosa Sugranes	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	14	Yes	Elect Director R. Eugene Taylor	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/25/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Horizon Corporation	04/25/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Internet Bancorp	05/15/2023	Management	1	Yes	Elect Director Aasif M. Bade	For	For	For	For	WITHHOLD votes for Jean Wojtowicz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/15/2023	Management	2	Yes	Elect Director David B. Becker	For	For	For	For	WITHHOLD votes for Jean Wojtowicz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Internet Bancorp	05/15/2023	Management	3	Yes	Elect Director Justin P. Christian	For	For	For	For	WITHHOLD votes for Jean Wojtowicz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/15/2023	Management	4	Yes	Elect Director Ann Colussi Dee	For	For	For	For	WITHHOLD votes for Jean Wojtowicz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/15/2023	Management	5	Yes	Elect Director Joseph A. Fenech	For	For	For	For	WITHHOLD votes for Jean Wojtowicz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/15/2023	Management	6	Yes	Elect Director John K. Keach, Jr.	For	For	For	For	WITHHOLD votes for Jean Wojtowicz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/15/2023	Management	7	Yes	Elect Director Jean L. Wojtowicz	For	For	Withhold	Withhold	WITHHOLD votes for Jean Wojtowicz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First Internet Bancorp	05/15/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision.
First Internet Bancorp	05/15/2023	Management	9	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Interstate BancSystem, Inc.	05/24/2023	Management	1	Yes	Elect Director Alice S. Cho	For	For	For	For	A vote FOR all director nominees is warranted.
First Interstate BancSystem, Inc.	05/24/2023	Management	2	Yes	Elect Director Thomas E. Henning	For	For	For	For	A vote FOR all director nominees is warranted.
First Interstate BancSystem, Inc.	05/24/2023	Management	3	Yes	Elect Director Dennis L. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
First Interstate BancSystem, Inc.	05/24/2023	Management	4	Yes	Elect Director Patricia L. Moss	For	For	For	For	A vote FOR all director nominees is warranted.
First Interstate BancSystem, Inc.	05/24/2023	Management	5	Yes	Elect Director Daniel A. Rykhus	For	For	For	For	A vote FOR all director nominees is warranted.
First Interstate BancSystem, Inc.	05/24/2023	Management	6	Yes	Change State of Incorporation from Montana to Delaware	For	For	For	For	A vote FOR this proposal is warranted. On balance, reincorporation from Montana to Delaware would have a neutral effect on shareholders' rights. While the reincorporated company would establish an exclusive forum for certain derivative actions, and would provide exculpation for its executive officers, the rest of the company's certificate and bylaw provisions will remain unchanged.
First Interstate BancSystem, Inc.	05/24/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
First Interstate BancSystem, Inc.	05/24/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Interstate BancSystem, Inc.	05/24/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Interstate BancSystem, Inc.	05/24/2023	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Merchants Corporation	05/10/2023	Management	1	Yes	Elect Director Susan W. Brooks	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.

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First Merchants Corporation	05/10/2023	Management	2	Yes	Elect Director Mung Chiang	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
First Merchants Corporation	05/10/2023	Management	3	Yes	Elect Director Patrick J. Fehring	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
First Merchants Corporation	05/10/2023	Management	4	Yes	Elect Director Michael J. Fisher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.

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First Merchants Corporation	05/10/2023	Management	5	Yes	Elect Director Kevin D. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
First Merchants Corporation	05/10/2023	Management	6	Yes	Elect Director Gary J. Lehman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
First Merchants Corporation	05/10/2023	Management	7	Yes	Elect Director Jason R. Sondhi	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.

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First Merchants Corporation	05/10/2023	Management	8	Yes	Elect Director Jean L. Wojtowicz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are warranted for lack of a majority independent board. WITHHOLD votes for Patrick (Pat) Fehring Jr., Gary Lehman and Jean Wojtowicz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Susan Brooks, Patrick Fehring Jr., Michael Fisher, Gary Lehman, and Jean Wojtowicz for failure to address the majority withhold votes for director F. Howard Halderman at last year's annual meeting. WITHHOLD votes are warranted for incumbent governance committee members Susan Brooks and Jean Wojtowicz for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR the remaining director nominees is warranted.
First Merchants Corporation	05/10/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Merchants Corporation	05/10/2023	Management	10	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Mid Bancshares, Inc.	04/26/2023	Management	1	Yes	Elect Director J. Kyle McCurry	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Kyle McCurry and Mary Westerhold are warranted for failing to include auditor ratification on the proxy ballot.
First Mid Bancshares, Inc.	04/26/2023	Management	2	Yes	Elect Director Mary J. Westerhold	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Kyle McCurry and Mary Westerhold are warranted for failing to include auditor ratification on the proxy ballot.
First Mid Bancshares, Inc.	04/26/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
First Mid Bancshares, Inc.	04/26/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Northwest Bancorp	05/23/2023	Management	1	Yes	Elect Director Sherilyn G. Anderson	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	2	Yes	Elect Director Dana D. Behar	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	3	Yes	Elect Director Craig A. Curtis	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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First Northwest Bancorp	05/23/2023	Management	4	Yes	Elect Director Matthew P. Deines	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	5	Yes	Elect Director Cindy H. Finnie	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	6	Yes	Elect Director Gabriel S. Galanda	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	7	Yes	Elect Director Lynn A. Terwoerds	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	8	Yes	Elect Director Norman J. Tonina, Jr.	For	For	For	For	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	9	Yes	Elect Director Jennifer Zaccardo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jennifer Zaccardo are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Jennifer Zaccardo given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
First Northwest Bancorp	05/23/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues are highlighted at this time.
First Northwest Bancorp	05/23/2023	Management	11	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First United Corporation	05/11/2023	Management	1	Yes	Elect Director John F. Barr	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/11/2023	Management	2	Yes	Elect Director Brian R. Boal	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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First United Corporation	05/11/2023	Management	3	Yes	Elect Director Beth E. Moran	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/11/2023	Management	4	Yes	Elect Director I. Robert Rudy	For	For	Against	Against	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/11/2023	Management	5	Yes	Elect Director Marisa A. Shockley	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/11/2023	Management	6	Yes	Elect Director H. Andrew Walls, III	For	For	For	For	Votes AGAINST Irvin Robert Rudy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
First United Corporation	05/11/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
First United Corporation	05/11/2023	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
First United Corporation	05/11/2023	Management	9	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted.
First Western Financial, Inc.	06/21/2023	Management	1	Yes	Elect Director Julie A. Caponi	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	2	Yes	Elect Director Julie A. Courkamp	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	3	Yes	Elect Director David R. Duncan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	4	Yes	Elect Director Thomas A. Gart	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	5	Yes	Elect Director Patrick H. Hamill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Western Financial, Inc.	06/21/2023	Management	6	Yes	Elect Director Luke A. Latimer	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	7	Yes	Elect Director Scott C. Mitchell	For	For	For	For	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	8	Yes	Elect Director Eric D. Sipf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	9	Yes	Elect Director Mark L. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	10	Yes	Elect Director Scott C. Wylie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	11	Yes	Elect Director Joseph C. Zimlich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Scott Wylie, Joseph Zimlich, Julie Courkamp, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Zimlich, David Duncan, Patrick Hamill, Eric Sipf, and Mark Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Western Financial, Inc.	06/21/2023	Management	12	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FirstCash Holdings, Inc.	06/08/2023	Management	1	Yes	Elect Director Daniel E. Berce	For	For	Withhold	Withhold	WITHHOLD votes from non-independent nominees Mikel Faulkner and Randel Owen are warranted for lack of a majority independent board. WITHHOLD votes from Mikel Faulkner and Randel Owen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes from incumbent audit committee members Daniel Berce and Randal Owen are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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FirstCash Holdings, Inc.	06/08/2023	Management	2	Yes	Elect Director Mikel D. Faulkner	For	For	Withhold	Withhold	WITHHOLD votes from non-independent nominees Mikel Faulkner and Randel Owen are warranted for lack of a majority independent board. WITHHOLD votes from Mikel Faulkner and Randel Owen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes from incumbent audit committee members Daniel Berce and Randal Owen are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
FirstCash Holdings, Inc.	06/08/2023	Management	3	Yes	Elect Director Randel G. Owen	For	For	Withhold	Withhold	WITHHOLD votes from non-independent nominees Mikel Faulkner and Randel Owen are warranted for lack of a majority independent board. WITHHOLD votes from Mikel Faulkner and Randel Owen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes from incumbent audit committee members Daniel Berce and Randal Owen are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
FirstCash Holdings, Inc.	06/08/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
FirstCash Holdings, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns raised by the relative TSR metric, in both the STIP and LTIP, that targets merely median performance. Further, the company does not disclose most forward-looking LTIP targets, which impedes a full assessment. However, the STIP was based entirely on objective performance measures and the larger awards are substantiated by improved performance. Further, the majority of the LTIP awards were performance-conditioned with a multi-year measurement period, and goals are disclosed retrospectively for closing cycle awards. On balance of these factors, a cautionary vote FOR this proposal is warranted.
FirstCash Holdings, Inc.	06/08/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Five Point Holdings, LLC	06/07/2023	Management	1	Yes	Elect Director Kathleen Brown	For	For	For	For	WITHHOLD votes for non-independent nominees Gary Hunt and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Michael Winer are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kathleen Brown is warranted.
Five Point Holdings, LLC	06/07/2023	Management	2	Yes	Elect Director Gary Hunt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Hunt and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Michael Winer are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kathleen Brown is warranted.
Five Point Holdings, LLC	06/07/2023	Management	3	Yes	Elect Director Michael Winer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gary Hunt and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Michael Winer are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kathleen Brown is warranted.
Five Point Holdings, LLC	06/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns and compensation practices are reasonable at this time.
Five Point Holdings, LLC	06/07/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Five Point Holdings, LLC	06/07/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Five Point Holdings, LLC	06/07/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Five Star Bancorp	05/18/2023	Management	1	Yes	Elect Director Larry E. Allbaugh	For	For	Withhold	Withhold	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	2	Yes	Elect Director James E. Beckwith	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	3	Yes	Elect Director Shannon Deary-Bell	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	4	Yes	Elect Director Warren P. Kashiwagi	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	5	Yes	Elect Director Donna L. Lucas	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	6	Yes	Elect Director David F. Nickum	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	7	Yes	Elect Director Robert T. Perry-Smith	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	8	Yes	Elect Director Kevin F. Ramos	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	9	Yes	Elect Director Randall E. Reynoso	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	10	Yes	Elect Director Judson T. Riggs	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	11	Yes	Elect Director Leigh A. White	For	For	For	For	WITHHOLD votes for Larry Allbaugh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Five Star Bancorp	05/18/2023	Management	12	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flowers Foods, Inc.	05/25/2023	Management	1	Yes	Elect Director George E. Deese	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	2	Yes	Elect Director Edward J. Casey, Jr.	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	3	Yes	Elect Director Thomas C. Chubb, III	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	4	Yes	Elect Director Rhonda Gass	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Flowers Foods, Inc.	05/25/2023	Management	5	Yes	Elect Director Margaret G. Lewis	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	6	Yes	Elect Director W. Jameson McFadden	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	7	Yes	Elect Director A. Ryals McMullian	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	8	Yes	Elect Director James T. Spear	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	9	Yes	Elect Director Melvin T. Stith	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	10	Yes	Elect Director Terry S. Thomas	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	11	Yes	Elect Director C. Martin Wood, III	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Flowers Foods, Inc.	05/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Flowers Foods, Inc.	05/25/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Flowers Foods, Inc.	05/25/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Fluent, Inc.	06/07/2023	Management	1	Yes	Elect Director Ryan Schulke	For	For	For	For	Votes AGAINST Richard (Rick) Pfenniger Jr. are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Fluent, Inc.	06/07/2023	Management	2	Yes	Elect Director Matthew Conlin	For	For	For	For	Votes AGAINST Richard (Rick) Pfenniger Jr. are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Fluent, Inc.	06/07/2023	Management	3	Yes	Elect Director Carla S. Newell	For	For	For	For	Votes AGAINST Richard (Rick) Pfenniger Jr. are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Fluent, Inc.	06/07/2023	Management	4	Yes	Elect Director Donald Mathis	For	For	For	For	Votes AGAINST Richard (Rick) Pfenniger Jr. are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Fluent, Inc.	06/07/2023	Management	5	Yes	Elect Director Barbara Shattuck Kohn	For	For	For	For	Votes AGAINST Richard (Rick) Pfenniger Jr. are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Fluent, Inc.	06/07/2023	Management	6	Yes	Elect Director David A. Graff	For	For	For	For	Votes AGAINST Richard (Rick) Pfenniger Jr. are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Fluent, Inc.	06/07/2023	Management	7	Yes	Elect Director Richard C. Pfenniger, Jr.	For	For	Against	Against	Votes AGAINST Richard (Rick) Pfenniger Jr. are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Fluent, Inc.	06/07/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Fluent, Inc.	06/07/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fluor Corporation	05/03/2023	Management	1	Yes	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	2	Yes	Elect Director Rosemary T. Berkery	For	For	Against	Against	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	3	Yes	Elect Director David E. Constable	For	For	For	For	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	4	Yes	Elect Director H. Paulett Eberhart	For	For	For	For	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	5	Yes	Elect Director James T. Hackett	For	For	For	For	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	6	Yes	Elect Director Thomas C. Leppert	For	For	For	For	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	7	Yes	Elect Director Teri P. McClure	For	For	For	For	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	8	Yes	Elect Director Armando J. Olivera	For	For	For	For	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	9	Yes	Elect Director Matthew K. Rose	For	For	For	For	Votes AGAINST Alan Bennett and Rosemary Berkery are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fluor Corporation	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Fluor Corporation	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fluor Corporation	05/03/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flushing Financial Corporation	05/16/2023	Management	1	Yes	Elect Director John J. McCabe	For	For	Against	Against	Votes AGAINST non-independent nominees John McCabe and Donna O'Brien are warranted for lack of a majority independent board. Votes AGAINST John McCabe and Donna O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR Caren C. Yoh is warranted.
Flushing Financial Corporation	05/16/2023	Management	2	Yes	Elect Director Donna M. O'Brien	For	For	Against	Against	Votes AGAINST non-independent nominees John McCabe and Donna O'Brien are warranted for lack of a majority independent board. Votes AGAINST John McCabe and Donna O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR Caren C. Yoh is warranted.

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Flushing Financial Corporation	05/16/2023	Management	3	Yes	Elect Director Caren C. Yoh	For	For	For	For	Votes AGAINST non-independent nominees John McCabe and Donna O'Brien are warranted for lack of a majority independent board. Votes AGAINST John McCabe and Donna O'Brien are also warranted for serving as non-independent members of a key board committee. A vote FOR Caren C. Yoh is warranted.
Flushing Financial Corporation	05/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, and the auto-accelerated vesting of equity upon a change in control.
Flushing Financial Corporation	05/16/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Flushing Financial Corporation	05/16/2023	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Flywire Corporation	06/06/2023	Management	1	Yes	Elect Director Alex Finkelstein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Alex Finkelstein for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Alex Finkelstein and Matthew (Matt) Harris given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Flywire Corporation	06/06/2023	Management	2	Yes	Elect Director Matthew Harris	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Alex Finkelstein for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Alex Finkelstein and Matthew (Matt) Harris given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Flywire Corporation	06/06/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Flywire Corporation	06/06/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Flywire Corporation	06/06/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FONAR Corporation	05/22/2023	Management	1	Yes	Elect Director Timothy R. Damadian	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Claudette Chan, Ronald Lehman, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company. A vote FOR new director nominee Jessica Maher is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FONAR Corporation	05/22/2023	Management	2	Yes	Elect Director Claudette J. V. Chan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Claudette Chan, Ronald Lehman, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company. A vote FOR new director nominee Jessica Maher is warranted.
FONAR Corporation	05/22/2023	Management	3	Yes	Elect Director Ronald G. Lehman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Claudette Chan, Ronald Lehman, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company. A vote FOR new director nominee Jessica Maher is warranted.
FONAR Corporation	05/22/2023	Management	4	Yes	Elect Director Richard E. Turk	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Claudette Chan, Ronald Lehman, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company. A vote FOR new director nominee Jessica Maher is warranted.
FONAR Corporation	05/22/2023	Management	5	Yes	Elect Director Jessica Maher	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy Damadian, Claudette Chan and Ronald Lehman are warranted for lack of a majority independent board, and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Ronald Lehman are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Claudette Chan, Ronald Lehman, and Richard Turk are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Timothy Damadian are further warranted as his ownership of the supervoting shares provide him voting power control of the company. A vote FOR new director nominee Jessica Maher is warranted.

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FONAR Corporation	05/22/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
FONAR Corporation	05/22/2023	Management	7	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FONAR Corporation	05/22/2023	Management	8	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Foot Locker, Inc.	05/17/2023	Management	1	Yes	Elect Director Mary N. Dillon	For	For	For	For	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	2	Yes	Elect Director Virginia C. Drosos	For	For	For	For	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	3	Yes	Elect Director Alan D. Feldman	For	For	Against	Against	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	4	Yes	Elect Director Guillermo G. Marmol	For	For	Against	Against	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	5	Yes	Elect Director Darlene Nicosia	For	For	For	For	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	6	Yes	Elect Director Steven Oakland	For	For	For	For	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	7	Yes	Elect Director Ulice Payne, Jr.	For	For	For	For	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	8	Yes	Elect Director Kimberly Underhill	For	For	For	For	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	9	Yes	Elect Director Tristan Walker	For	For	For	For	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	10	Yes	Elect Director Dona D. Young	For	For	Against	Against	Votes AGAINST Dona Young, Alan Feldman, and Guillermo (Gil) Marmol are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Foot Locker, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Foot Locker, Inc.	05/17/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.61 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Foot Locker, Inc.	05/17/2023	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Foot Locker, Inc.	05/17/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forestar Group Inc.	01/17/2023	Management	1	Yes	Elect Director Samuel R. Fuller	For	For	For	For	A vote AGAINST nominating committee chair G.F. (Rick) Ringle III is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group Inc.	01/17/2023	Management	2	Yes	Elect Director Lisa H. Jamieson	For	For	For	For	A vote AGAINST nominating committee chair G.F. (Rick) Ringle III is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group Inc.	01/17/2023	Management	3	Yes	Elect Director G.F. (Rick) Ringle, III	For	Against	Against	Against	A vote AGAINST nominating committee chair G.F. (Rick) Ringle III is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group Inc.	01/17/2023	Management	4	Yes	Elect Director Donald C. Spitzer	For	For	For	For	A vote AGAINST nominating committee chair G.F. (Rick) Ringle III is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group Inc.	01/17/2023	Management	5	Yes	Elect Director Donald J. Tomnitz	For	For	For	For	A vote AGAINST nominating committee chair G.F. (Rick) Ringle III is warranted for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Forestar Group Inc.	01/17/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Forestar Group Inc.	01/17/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forestar Group Inc.	01/17/2023	Management	8	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Forestar Group Inc.	01/17/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FormFactor, Inc.	05/19/2023	Management	1	Yes	Elect Director Lothar Maier	For	For	Against	Against	Votes AGAINST Lothar Maier are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/19/2023	Management	2	Yes	Elect Director Sheri Rhodes	For	For	For	For	Votes AGAINST Lothar Maier are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/19/2023	Management	3	Yes	Elect Director Michael D. Slessor	For	For	For	For	Votes AGAINST Lothar Maier are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/19/2023	Management	4	Yes	Elect Director Thomas St. Dennis	For	For	For	For	Votes AGAINST Lothar Maier are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/19/2023	Management	5	Yes	Elect Director Jorge Titingier	For	For	For	For	Votes AGAINST Lothar Maier are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/19/2023	Management	6	Yes	Elect Director Brian White	For	For	For	For	Votes AGAINST Lothar Maier are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FormFactor, Inc.	05/19/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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FormFactor, Inc.	05/19/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
FormFactor, Inc.	05/19/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forrester Research, Inc.	05/09/2023	Management	1	Yes	Elect Director David Boyce	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	2	Yes	Elect Director Neil Bradford	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	3	Yes	Elect Director George F. Colony	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	4	Yes	Elect Director Anthony Friscia	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	5	Yes	Elect Director Robert M. Galford	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	6	Yes	Elect Director Warren Romine	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	7	Yes	Elect Director Gretchen G. Teichgraeber	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	8	Yes	Elect Director Yvonne Wassenaar	For	For	For	For	WITHHOLD votes for Robert (Rob) Galford and Gretchen Teichgraeber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forrester Research, Inc.	05/09/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 22.85 percent is excessive.
Forrester Research, Inc.	05/09/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forrester Research, Inc.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Forrester Research, Inc.	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fortitude Gold Corp.	05/18/2023	Management	1	Yes	Elect Director Jason D. Reid	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jason Reid are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Jason Reid are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for chairman of the board Bill Conrad are warranted for failing to establish gender diversity on the board.

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Fortitude Gold Corp.	05/18/2023	Management	2	Yes	Elect Director Bill M. Conrad	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jason Reid are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Jason Reid are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for chairman of the board Bill Conrad are warranted for failing to establish gender diversity on the board.
Fortitude Gold Corp.	05/18/2023	Management	3	Yes	Ratify Haynie & Company as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Forum Energy Technologies, Inc.	05/12/2023	Management	1	Yes	Elect Director Evelyn M. Angelle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neal Lux, Evelyn Angelle and John Carrig are warranted for lack of a majority independent board. WITHHOLD votes for Evelyn Angelle and John Carrig are also warranted for serving as non-independent members of a key board committee.
Forum Energy Technologies, Inc.	05/12/2023	Management	2	Yes	Elect Director John A. Carrig	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neal Lux, Evelyn Angelle and John Carrig are warranted for lack of a majority independent board. WITHHOLD votes for Evelyn Angelle and John Carrig are also warranted for serving as non-independent members of a key board committee.
Forum Energy Technologies, Inc.	05/12/2023	Management	3	Yes	Elect Director Neal A. Lux	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neal Lux, Evelyn Angelle and John Carrig are warranted for lack of a majority independent board. WITHHOLD votes for Evelyn Angelle and John Carrig are also warranted for serving as non-independent members of a key board committee.
Forum Energy Technologies, Inc.	05/12/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Forum Energy Technologies, Inc.	05/12/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Forward Air Corporation	05/09/2023	Management	1	Yes	Elect Director Ronald W. Allen	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	2	Yes	Elect Director Ana B. Amicarella	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	3	Yes	Elect Director Valerie A. Bonebrake	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	4	Yes	Elect Director C. Robert Campbell	For	For	Withhold	Withhold	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	5	Yes	Elect Director R. Craig Carlock	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	6	Yes	Elect Director G. Michael Lynch	For	For	Withhold	Withhold	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Forward Air Corporation	05/09/2023	Management	7	Yes	Elect Director George S. Mayes, Jr.	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	8	Yes	Elect Director Chitra Nayak	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	9	Yes	Elect Director Scott M. Niswonger	For	Withhold	Withhold	Withhold	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	10	Yes	Elect Director Javier Polit	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	11	Yes	Elect Director Thomas Schmitt	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	12	Yes	Elect Director Laurie A. Tucker	For	For	For	For	WITHHOLD votes for C. Robert (Bob) Campbell, G. Michael Lynch, and Scott Niswonger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Forward Air Corporation	05/09/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Forward Air Corporation	05/09/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Forward Air Corporation	05/09/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fossil Group, Inc.	05/24/2023	Management	1	Yes	Elect Director Mark R. Belgya	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	2	Yes	Elect Director William B. Chiasson	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	3	Yes	Elect Director Susie Coulter	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	4	Yes	Elect Director Kim Harris Jones	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	5	Yes	Elect Director Kosta N. Kartsois	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	6	Yes	Elect Director Kevin Mansell	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	7	Yes	Elect Director Marc R. Y. Rey	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	8	Yes	Elect Director Gail B. Tifford	For	For	For	For	A vote FOR the director nominees is warranted.
Fossil Group, Inc.	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Fossil Group, Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fossil Group, Inc.	05/24/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.69 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Fossil Group, Inc.	05/24/2023	Management	12	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Fossil Group, Inc.	05/24/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fox Factory Holding Corp.	05/05/2023	Management	1	Yes	Elect Director Elizabeth A. Fetter	For	For	For	For	A vote FOR all director nominees is warranted.

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Fox Factory Holding Corp.	05/05/2023	Management	2	Yes	Elect Director Dudley W. Mendenhall	For	For	For	For	A vote FOR all director nominees is warranted.
Fox Factory Holding Corp.	05/05/2023	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fox Factory Holding Corp.	05/05/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Fox Factory Holding Corp.	05/05/2023	Management	5	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Fox Factory Holding Corp.	05/05/2023	Management	6	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments appear to be administrative in nature.
Franchise Group, Inc.	05/09/2023	Management	1	Yes	Elect Director Matthew Avril	For	For	For	For	A vote FOR all director nominees is warranted.
Franchise Group, Inc.	05/09/2023	Management	2	Yes	Elect Director Cynthia S. Dubin	For	For	For	For	A vote FOR all director nominees is warranted.
Franchise Group, Inc.	05/09/2023	Management	3	Yes	Elect Director Lisa M. Fairfax	For	For	For	For	A vote FOR all director nominees is warranted.
Franchise Group, Inc.	05/09/2023	Management	4	Yes	Elect Director Thomas Herskovits	For	For	For	For	A vote FOR all director nominees is warranted.
Franchise Group, Inc.	05/09/2023	Management	5	Yes	Elect Director Brian R. Kahn	For	For	For	For	A vote FOR all director nominees is warranted.
Franchise Group, Inc.	05/09/2023	Management	6	Yes	Elect Director Gary S. Rich	For	For	For	For	A vote FOR all director nominees is warranted.
Franchise Group, Inc.	05/09/2023	Management	7	Yes	Elect Director Nanhi Singh	For	For	For	For	A vote FOR all director nominees is warranted.
Franchise Group, Inc.	05/09/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time.
Franchise Group, Inc.	05/09/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Franklin Covey Co.	01/20/2023	Management	1	Yes	Elect Director Anne H. Chow	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/20/2023	Management	2	Yes	Elect Director Craig Cuffie	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/20/2023	Management	3	Yes	Elect Director Donald J. McNamara	For	For	Withhold	Withhold	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/20/2023	Management	4	Yes	Elect Director Joel C. Peterson	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/20/2023	Management	5	Yes	Elect Director Nancy Phillips	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/20/2023	Management	6	Yes	Elect Director Derek C.M. van Bever	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/20/2023	Management	7	Yes	Elect Director Robert A. Whitman	For	For	For	For	WITHHOLD votes for Donald McNamara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Covey Co.	01/20/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Franklin Covey Co.	01/20/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Franklin Electric Co., Inc.	05/05/2023	Management	1	Yes	Elect Director Victor D. Grizzle	For	For	For	For	Votes AGAINST Thomas VerHage are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Electric Co., Inc.	05/05/2023	Management	2	Yes	Elect Director Alok Maskara	For	For	For	For	Votes AGAINST Thomas VerHage are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Franklin Electric Co., Inc.	05/05/2023	Management	3	Yes	Elect Director Thomas R. VerHage	For	For	Against	Against	Votes AGAINST Thomas VerHage are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Franklin Electric Co., Inc.	05/05/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Franklin Electric Co., Inc.	05/05/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Franklin Electric Co., Inc.	05/05/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Franklin Electric Co., Inc.	05/05/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fresh Del Monte Produce Inc.	05/04/2023	Management	1	Yes	Elect Director Michael J. Berthelot	For	Against	Against	Against	Votes AGAINST non-independent nominee Michael Berthelot are warranted for lack of a majority independent board. Votes AGAINST Michael Berthelot are also warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Michael Berthelot and Lori Marcus is warranted in light of the material risk associated with the significant number of pledged shares by the CEO and a non-independent director.
Fresh Del Monte Produce Inc.	05/04/2023	Management	2	Yes	Elect Director Lori Tauber Marcus	For	Against	Against	Against	Votes AGAINST non-independent nominee Michael Berthelot are warranted for lack of a majority independent board. Votes AGAINST Michael Berthelot are also warranted for serving as a non-independent member of a key board committee. A vote AGAINST Audit Committee members Michael Berthelot and Lori Marcus is warranted in light of the material risk associated with the significant number of pledged shares by the CEO and a non-independent director.
Fresh Del Monte Produce Inc.	05/04/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fresh Del Monte Produce Inc.	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains change in control agreements that contain excise tax gross-up provisions; * The company maintains change in control agreements with an excessive severance multiple; * The company provided inordinate auto-related and life insurance perquisites to the CEO; and * Performance goals/metrics for the company's long-term incentive plans are not fully disclosed.
Fresh Del Monte Produce Inc.	05/04/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Frontdoor, Inc.	05/11/2023	Management	1	Yes	Elect Director William C. Cobb	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/11/2023	Management	2	Yes	Elect Director D. Steve Boland	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/11/2023	Management	3	Yes	Elect Director Anna C. Catalano	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/11/2023	Management	4	Yes	Elect Director Peter L. Cella	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/11/2023	Management	5	Yes	Elect Director Christopher L. Clipper	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/11/2023	Management	6	Yes	Elect Director Brian P. McAndrews	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/11/2023	Management	7	Yes	Elect Director Liane J. Pelletier	For	For	For	For	A vote FOR the director nominees is warranted.
Frontdoor, Inc.	05/11/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Frontdoor, Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Frontier Communications Parent, Inc.	05/17/2023	Management	1	Yes	Elect Director Kevin L. Beebe	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	2	Yes	Elect Director Lisa V. Chang	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	3	Yes	Elect Director Pamela L. Coe	For	For	For	For	A vote FOR all director nominees is warranted.

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Frontier Communications Parent, Inc.	05/17/2023	Management	4	Yes	Elect Director Nick Jeffery	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	5	Yes	Elect Director Stephen C. Pusey	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	6	Yes	Elect Director Margaret M. Smyth	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	7	Yes	Elect Director John G. Stratton	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	8	Yes	Elect Director Maryann Turcke	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	9	Yes	Elect Director Prat Vemana	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Frontier Communications Parent, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-up related to relocation benefits.
FRP Holdings, Inc.	05/10/2023	Management	1	Yes	Elect Director John D. Baker, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/10/2023	Management	2	Yes	Elect Director Charles E. Commander, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/10/2023	Management	3	Yes	Elect Director Martin E. "Hap" Stein, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/10/2023	Management	4	Yes	Elect Director John S. Surface	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/10/2023	Management	5	Yes	Elect Director Nicole B. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/10/2023	Management	6	Yes	Elect Director William H. Walton, III	For	For	For	For	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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FRP Holdings, Inc.	05/10/2023	Management	7	Yes	Elect Director Margaret B. Wetherbee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Baker II, Charles Commander III, Martin (Hap) Stein Jr. and Margaret Wetherbee are warranted for lack of a majority independent board. WITHHOLD votes for Charles Commander III and Martin (Hap) Stein Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FRP Holdings, Inc.	05/10/2023	Management	8	Yes	Ratify Hancock Askew & Co., LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FRP Holdings, Inc.	05/10/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
FRP Holdings, Inc.	05/10/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FS Bancorp, Inc.	05/25/2023	Management	1	Yes	Elect Director Michael J. Mansfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Mansfield and Margaret Piesik are warranted for lack of a majority independent board. WITHHOLD votes for Michael Mansfield and Margaret Piesik are also warranted for serving as non-independent members of a key board committee.
FS Bancorp, Inc.	05/25/2023	Management	2	Yes	Elect Director Margaret R. Piesik	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Mansfield and Margaret Piesik are warranted for lack of a majority independent board. WITHHOLD votes for Michael Mansfield and Margaret Piesik are also warranted for serving as non-independent members of a key board committee.
FS Bancorp, Inc.	05/25/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with certain executives provide for single-trigger cash severance payment. Furthermore, equity awards to the CEO in the most recent fiscal year lack performance vesting conditions.
FS Bancorp, Inc.	05/25/2023	Management	4	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/07/2023	Management	1	Yes	Elect Director Brenda J. Bacon	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	2	Yes	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	3	Yes	Elect Director Elsy Boglioli	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	4	Yes	Elect Director Claudio Costamagna	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	5	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	6	Yes	Elect Director Steven H. Gunby	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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FTI Consulting, Inc.	06/07/2023	Management	7	Yes	Elect Director Gerard E. Holthaus	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	8	Yes	Elect Director Stephen C. Robinson	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	9	Yes	Elect Director Lauren E. Seeger	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
FTI Consulting, Inc.	06/07/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fuel Tech, Inc.	06/08/2023	Management	1	Yes	Elect Director Vincent J. Arnone	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vincent Arnone and Douglas Bailey are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Bailey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fuel Tech, Inc.	06/08/2023	Management	2	Yes	Elect Director Douglas G. Bailey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vincent Arnone and Douglas Bailey are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Bailey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fuel Tech, Inc.	06/08/2023	Management	3	Yes	Elect Director Sharon L. Jones	For	For	For	For	WITHHOLD votes for non-independent nominees Vincent Arnone and Douglas Bailey are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Bailey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fuel Tech, Inc.	06/08/2023	Management	4	Yes	Elect Director Dennis L. Zeitler	For	For	For	For	WITHHOLD votes for non-independent nominees Vincent Arnone and Douglas Bailey are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Bailey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fuel Tech, Inc.	06/08/2023	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fuel Tech, Inc.	06/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Fuel Tech, Inc.	06/08/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FuelCell Energy, Inc.	05/22/2023	Management	1	Yes	Elect Director James H. England	For	For	Against	Against	Votes AGAINST James England are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FuelCell Energy, Inc.	05/22/2023	Management	2	Yes	Elect Director Jason Few	For	For	For	For	Votes AGAINST James England are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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FuelCell Energy, Inc.	05/22/2023	Management	3	Yes	Elect Director Matthew F. Hilzinger	For	For	For	For	Votes AGAINST James England are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FuelCell Energy, Inc.	05/22/2023	Management	4	Yes	Elect Director Natica von Althann	For	For	For	For	Votes AGAINST James England are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FuelCell Energy, Inc.	05/22/2023	Management	5	Yes	Elect Director Cynthia Hansen	For	For	For	For	Votes AGAINST James England are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FuelCell Energy, Inc.	05/22/2023	Management	6	Yes	Elect Director Donna Sims Wilson	For	For	For	For	Votes AGAINST James England are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FuelCell Energy, Inc.	05/22/2023	Management	7	Yes	Elect Director Betsy Bingham	For	For	For	For	Votes AGAINST James England are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
FuelCell Energy, Inc.	05/22/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FuelCell Energy, Inc.	05/22/2023	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
FuelCell Energy, Inc.	05/22/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
FuelCell Energy, Inc.	05/22/2023	Management	11	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
FuelCell Energy, Inc.	05/22/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns regarding the rigor of the LTI program continue; however, the equity awards were half performance-based with a multi-year measurement period, and earned PSUs are capped if absolute TSR is negative for the period. The CEO's equity award value was also reduced in FY22, amidst these changes to PSUs. Additionally, annual incentives were largely determined with pre-set objective financial metrics.
FuelCell Energy, Inc.	05/22/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fulcrum Therapeutics, Inc.	06/08/2023	Management	1	Yes	Elect Director Alan Ezekowitz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Alan Ezekowitz and Sonja Banks given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Fulcrum Therapeutics, Inc.	06/08/2023	Management	2	Yes	Elect Director Sonja L. Banks	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Alan Ezekowitz and Sonja Banks given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Fulcrum Therapeutics, Inc.	06/08/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 32.15 percent is excessive. * The plan has an automatic share replenishment feature. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

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Fulcrum Therapeutics, Inc.	06/08/2023	Management	4	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Fulcrum Therapeutics, Inc.	06/08/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Full House Resorts, Inc.	05/18/2023	Management	1	Yes	Elect Director Kenneth R. Adams	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	2	Yes	Elect Director Carl G. Braunlich	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	3	Yes	Elect Director Lewis A. Fanger	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	4	Yes	Elect Director Eric J. Green	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	5	Yes	Elect Director Lynn M. Handler	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	6	Yes	Elect Director Michael A. Hartmeier	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Full House Resorts, Inc.	05/18/2023	Management	7	Yes	Elect Director Daniel R. Lee	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	8	Yes	Elect Director Kathleen M. Marshall	For	For	Against	Against	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	9	Yes	Elect Director Michael P. Shaunnassy	For	For	For	For	Votes AGAINST non-independent nominees Carl Braunlich, Daniel Lee, Kenneth (Ken) Adams, Lewis Fanger and Kathleen Marshall are warranted for lack of a majority independent board. Votes AGAINST Carl Braunlich, Kenneth (Ken) Adams and Kathleen Marshall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Full House Resorts, Inc.	05/18/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Full House Resorts, Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Fulton Financial Corporation	05/16/2023	Management	1	Yes	Elect Director Jennifer Craighead Carey	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	2	Yes	Elect Director Lisa Crutchfield	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	3	Yes	Elect Director Denise L. Devine	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	4	Yes	Elect Director Steven S. Etter	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	5	Yes	Elect Director George K. Martin	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	6	Yes	Elect Director James R. Moxley, III	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	7	Yes	Elect Director Curtis J. Myers	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	8	Yes	Elect Director Antoinette M. Pergolin	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	9	Yes	Elect Director Scott A. Snyder	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	10	Yes	Elect Director Ronald H. Spair	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	11	Yes	Elect Director E. Philip Wenger	For	For	For	For	A vote FOR the director nominees is warranted.
Fulton Financial Corporation	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Fulton Financial Corporation	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fulton Financial Corporation	05/16/2023	Management	14	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Fulton Financial Corporation	05/16/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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G-III Apparel Group, Ltd.	06/08/2023	Management	1	Yes	Elect Director Morris Goldfarb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	2	Yes	Elect Director Sammy Aaron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	3	Yes	Elect Director Thomas J. Brosig	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	4	Yes	Elect Director Joyce F. Brown	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

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G-III Apparel Group, Ltd.	06/08/2023	Management	5	Yes	Elect Director Alan Feller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	6	Yes	Elect Director Jeffrey Goldfarb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	7	Yes	Elect Director Victor Herrero	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	8	Yes	Elect Director Robert L. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

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G-III Apparel Group, Ltd.	06/08/2023	Management	9	Yes	Elect Director Patti H. Ongman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	10	Yes	Elect Director Laura Pomerantz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	11	Yes	Elect Director Michael Shaffer	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	12	Yes	Elect Director Cheryl Vitali	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

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G-III Apparel Group, Ltd.	06/08/2023	Management	13	Yes	Elect Director Richard White	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	14	Yes	Elect Director Andrew Yaeger	For	For	For	For	WITHHOLD votes for non-independent nominees Morris Goldfarb, Richard White, Sammy Aaron, Thomas Brosig, Alan Feller, Jeffrey Goldfarb, Laura Pomerantz and Cheryl Vitali are warranted for lack of a majority independent board. WITHHOLD votes for Richard White, Thomas Brosig, Alan Feller, Laura Pomerantz and Cheryl Vitali are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Victor Herrero Amigo are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for compensation committee members Richard White, Thomas Brosig, Patti Ongman, and Laura Pomerantz, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
G-III Apparel Group, Ltd.	06/08/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following low say-on-pay support last year, the board did not make any meaningful changes to address shareholders' expressed concerns. Further, an unmitigated pay-for-performance misalignment exists for the year in review. Although CEO pay declined in FY23, concerns remain with the structure of the STI, which has the potential to provide for outsized bonuses. In addition, while these awards are based on a financial metric, the selected metric does not require year-over-year improvement. Further, while CEO Goldfarb and NEO Aaron's LTI is entirely performance based, some concern is also raised surrounding the lack of forward-looking goals.
G-III Apparel Group, Ltd.	06/08/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
G-III Apparel Group, Ltd.	06/08/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
G1 Therapeutics, Inc.	06/15/2023	Management	1	Yes	Elect Director Garry A. Nicholson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Garry Nicholson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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G1 Therapeutics, Inc.	06/15/2023	Management	2	Yes	Elect Director Mark A. Velleca	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Garry Nicholson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
G1 Therapeutics, Inc.	06/15/2023	Management	3	Yes	Elect Director Glenn P. Muir	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Garry Nicholson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
G1 Therapeutics, Inc.	06/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted, as the identified pay-for-performance misalignment has been sufficiently mitigated.
G1 Therapeutics, Inc.	06/15/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gaia, Inc.	04/20/2023	Management	1	Yes	Elect Director Jirka Rysavy	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank and Paul Sutherland are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for non-independent director nominees Jirka Rysavy and James Colquhoun due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for James Colquhoun for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are further warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provide him with voting power control of the company.
Gaia, Inc.	04/20/2023	Management	2	Yes	Elect Director Kristin Frank	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank and Paul Sutherland are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for non-independent director nominees Jirka Rysavy and James Colquhoun due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for James Colquhoun for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are further warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provide him with voting power control of the company.

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Gaia, Inc.	04/20/2023	Management	3	Yes	Elect Director James Colquhoun	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank and Paul Sutherland are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for non-independent director nominees Jirka Rysavy and James Colquhoun due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for James Colquhoun for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are further warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provide him with voting power control of the company.
Gaia, Inc.	04/20/2023	Management	4	Yes	Elect Director Keyur Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank and Paul Sutherland are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for non-independent director nominees Jirka Rysavy and James Colquhoun due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for James Colquhoun for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are further warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provide him with voting power control of the company.

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Gaia, Inc.	04/20/2023	Management	5	Yes	Elect Director Paul Sutherland	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank and Paul Sutherland are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for non-independent director nominees Jirka Rysavy and James Colquhoun due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for James Colquhoun for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu due to unclear attendance disclosure and potentially poor attendance. WITHHOLD votes are further warranted for incumbent director nominees Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provide him with voting power control of the company.
Gaia, Inc.	04/20/2023	Management	6	Yes	Elect Director Anaal Udaybabu	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members James Colquhoun, Kristin Frank and Paul Sutherland are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for non-independent director nominees Jirka Rysavy and James Colquhoun due to the company's lack of a formal nominating committee. WITHHOLD votes are further warranted for James Colquhoun for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Jirka Rysavy, James Colquhoun, Kristin Frank, Keyur Patel, Paul Sutherland, and Anaal Udaybabu, in the absence of a governance committee, for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Jirka Rysavy as his ownership of the supervoting shares through Jirka Rysavy, LLC provide him with voting power control of the company.
Gaia, Inc.	04/20/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Gaia, Inc.	04/20/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Garrett Motion, Inc.	05/24/2023	Management	1	Yes	Elect Director Daniel Ninivaggi	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	2	Yes	Elect Director Olivier Rabiller	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	3	Yes	Elect Director Kevin Mahony	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	4	Yes	Elect Director D'aun Norman	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	5	Yes	Elect Director John Petry	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	6	Yes	Elect Director Tina Pierce	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	7	Yes	Elect Director Robert Shanks	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	8	Yes	Elect Director Julia Steyn	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	9	Yes	Elect Director Steven Tesoriere	For	For	For	For	A vote FOR all director nominees is warranted.
Garrett Motion, Inc.	05/24/2023	Management	10	Yes	Ratify Deloitte SA as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Garrett Motion, Inc.	05/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, a vote FOR this proposal is warranted.

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Gates Industrial Corporation Plc	06/08/2023	Management	1	Yes	Elect Director Fredrik Eliasson	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	2	Yes	Elect Director James W. Ireland, III	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	3	Yes	Elect Director Ivo Jurek	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	4	Yes	Elect Director Stephanie K. Mains	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	5	Yes	Elect Director Seth A. Meisel	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	6	Yes	Elect Director Wilson S. Neely	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	7	Yes	Elect Director Neil P. Simpkins	For	Against	Against	Against	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	8	Yes	Elect Director Alicia L. Tillman	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	9	Yes	Elect Director Molly P. Zhang	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives continue to incorporate significant discretion and adjustments to financial metrics resulted in increased payouts in FY22. Further, equity awards do not disclose the forward-looking performance target for the largest portion of performance equity and the relative TSR portion targets merely median performance. Lastly, the committee made a sizable grant of time-based equity to NEOs, with limited rationale.
Gates Industrial Corporation Plc	06/08/2023	Management	11	Yes	Approve Remuneration Report	For	Against	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	12	Yes	Appoint Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation Plc	06/08/2023	Management	13	Yes	Reappoint Deloitte LLP as UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation Plc	06/08/2023	Management	14	Yes	Authorize Audit Committee to Fix Remuneration of UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years
Genasys Inc.	03/14/2023	Management	1	Yes	Elect Director Richard H. Osgood, III	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2023	Management	2	Yes	Elect Director Richard S. Danforth	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2023	Management	3	Yes	Elect Director Scott L. Anchin	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2023	Management	4	Yes	Elect Director Susan Lee Schmeiser	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2023	Management	5	Yes	Elect Director Caltha Seymour	For	For	For	For	A vote FOR all director nominees is warranted.
Genasys Inc.	03/14/2023	Management	6	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Genasys Inc.	03/14/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Gencor Industries, Inc.	03/31/2023	Management	1	Yes	Elect Director John G. Coburn	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for John Coburn for failing to establish gender diversity on the board and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Gencor Industries, Inc.	03/31/2023	Management	2	Yes	Ratify MSL, P.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gencor Industries, Inc.	03/31/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Genesco Inc.	06/22/2023	Management	1	Yes	Elect Director Joanna Barsh	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	2	Yes	Elect Director Matthew M. Bilunas	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	3	Yes	Elect Director Carolyn Bojanowski	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	4	Yes	Elect Director John F. Lambros	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	5	Yes	Elect Director Thurgood Marshall, Jr.	For	For	Against	Against	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	6	Yes	Elect Director Angel R. Martinez	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	7	Yes	Elect Director Mary E. Meixelsperger	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	8	Yes	Elect Director Gregory A. Sandfort	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	9	Yes	Elect Director Mimi E. Vaughn	For	For	For	For	Votes AGAINST Thurgood Marshall Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Genesco Inc.	06/22/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Genesco Inc.	06/22/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Genesco Inc.	06/22/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Genesco Inc.	06/22/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genie Energy Ltd.	05/10/2023	Management	1	Yes	Elect Director Howard S. Jonas	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Governance Committee members Alan Rosenthal, William Wesley Perry, and Allan Sass are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to the company's problematic pay practices, including the modified single-trigger severance payment and auto-accelerated vesting of equity upon a change in control, the lack of performance-contingent pay elements in the CEO's equity awards, and absence of several risk mitigators.
Genie Energy Ltd.	05/10/2023	Management	2	Yes	Elect Director Joyce J. Mason	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Governance Committee members Alan Rosenthal, William Wesley Perry, and Allan Sass are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to the company's problematic pay practices, including the modified single-trigger severance payment and auto-accelerated vesting of equity upon a change in control, the lack of performance-contingent pay elements in the CEO's equity awards, and absence of several risk mitigators.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Genie Energy Ltd.	05/10/2023	Management	3	Yes	Elect Director W. Wesley Perry	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Governance Committee members Alan Rosenthal, William Wesley Perry, and Allan Sass are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to the company's problematic pay practices, including the modified single-trigger severance payment and auto-accelerated vesting of equity upon a change in control, the lack of performance-contingent pay elements in the CEO's equity awards, and absence of several risk mitigators.
Genie Energy Ltd.	05/10/2023	Management	4	Yes	Elect Director Alan B. Rosenthal	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Governance Committee members Alan Rosenthal, William Wesley Perry, and Allan Sass are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to the company's problematic pay practices, including the modified single-trigger severance payment and auto-accelerated vesting of equity upon a change in control, the lack of performance-contingent pay elements in the CEO's equity awards, and absence of several risk mitigators.

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Genie Energy Ltd.	05/10/2023	Management	5	Yes	Elect Director Allan Sass	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, William Wesley Perry, Joyce Mason, Alan Rosenthal and Allan Sass are warranted for lack of a majority independent board. Votes AGAINST William Wesley Perry, Alan Rosenthal and Allan Sass are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST Governance Committee members Alan Rosenthal, William Wesley Perry, and Allan Sass are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST Audit Committee members William Wesley Perry, Alan Rosenthal and Allan Sass are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST Compensation Committee members William Wesley Perry and Alan Rosenthal are also warranted due to the company's problematic pay practices, including the modified single-trigger severance payment and auto-accelerated vesting of equity upon a change in control, the lack of performance-contingent pay elements in the CEO's equity awards, and absence of several risk mitigators.
Genie Energy Ltd.	05/10/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits repricing of grants without shareholder approval (overriding factor); * The plan permits cash buyout of awards without shareholder approval (overriding factor); * The plan allows for single-trigger vesting of awards in the event of a change-in-control; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Gentex Corporation	05/18/2023	Management	1	Yes	Elect Director Joseph Anderson	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	2	Yes	Elect Director Leslie Brown	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	3	Yes	Elect Director Garth Deur	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	4	Yes	Elect Director Steve Downing	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	5	Yes	Elect Director Gary Goode	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	6	Yes	Elect Director Richard Schaum	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	7	Yes	Elect Director Kathleen Starkoff	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	8	Yes	Elect Director Brian Walker	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gentex Corporation	05/18/2023	Management	9	Yes	Elect Director Ling Zang	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Gentex Corporation	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gentherm Incorporated	05/18/2023	Management	1	Yes	Elect Director Sophie Desormiere	For	Withhold	Withhold	Withhold	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/18/2023	Management	2	Yes	Elect Director Phillip M. Eyler	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/18/2023	Management	3	Yes	Elect Director David Heinzmann	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/18/2023	Management	4	Yes	Elect Director Ronald Hundzinski	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/18/2023	Management	5	Yes	Elect Director Charles Kummeth	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/18/2023	Management	6	Yes	Elect Director Betsy Meter	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/18/2023	Management	7	Yes	Elect Director Byron Shaw, II	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Gentherm Incorporated	05/18/2023	Management	8	Yes	Elect Director John Stacey	For	For	For	For	WITHHOLD votes for Sophie Desormiere are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Sophie Desormiere are further warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Gentherm Incorporated	05/18/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Gentherm Incorporated	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Gentherm Incorporated	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gentherm Incorporated	05/18/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Genworth Financial, Inc.	05/18/2023	Management	1	Yes	Elect Director G. Kent Conrad	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	2	Yes	Elect Director Karen E. Dyson	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	3	Yes	Elect Director Jill R. Goodman	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	4	Yes	Elect Director Melina E. Higgins	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	5	Yes	Elect Director Thomas J. McInerney	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	6	Yes	Elect Director Howard D. Mills, III	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	7	Yes	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	8	Yes	Elect Director Elaine A. Sarsynski	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	9	Yes	Elect Director Ramsey D. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Genworth Financial, Inc.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Genworth Financial, Inc.	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Genworth Financial, Inc.	05/18/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Geospace Technologies Corporation	02/09/2023	Management	1	Yes	Elect Director Thomas L. Davis	For	For	Against	Against	Votes AGAINST Thomas (Tom) Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Geospace Technologies Corporation	02/09/2023	Management	2	Yes	Elect Director Richard F. Miles	For	For	For	For	Votes AGAINST Thomas (Tom) Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Geospace Technologies Corporation	02/09/2023	Management	3	Yes	Elect Director Walter R. Wheeler	For	For	For	For	Votes AGAINST Thomas (Tom) Davis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Geospace Technologies Corporation	02/09/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Geospace Technologies Corporation	02/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Geospace Technologies Corporation	02/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
German American Bancorp, Inc.	05/18/2023	Management	1	Yes	Elect Director Angela Curry	For	For	For	For	A vote FOR all director nominees is warranted.
German American Bancorp, Inc.	05/18/2023	Management	2	Yes	Elect Director Diane B. Medley	For	For	For	For	A vote FOR all director nominees is warranted.
German American Bancorp, Inc.	05/18/2023	Management	3	Yes	Elect Director M. Darren Root	For	For	For	For	A vote FOR all director nominees is warranted.
German American Bancorp, Inc.	05/18/2023	Management	4	Yes	Elect Director Jack W. Sheidler	For	For	For	For	A vote FOR all director nominees is warranted.
German American Bancorp, Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
German American Bancorp, Inc.	05/18/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
German American Bancorp, Inc.	05/18/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gibraltar Industries, Inc.	05/03/2023	Management	1	Yes	Elect Director Mark G. Barberio	For	For	For	For	A vote FOR all director nominees is warranted.
Gibraltar Industries, Inc.	05/03/2023	Management	2	Yes	Elect Director William T. Bosway	For	For	For	For	A vote FOR all director nominees is warranted.
Gibraltar Industries, Inc.	05/03/2023	Management	3	Yes	Elect Director Craig A. Hindman	For	For	For	For	A vote FOR all director nominees is warranted.
Gibraltar Industries, Inc.	05/03/2023	Management	4	Yes	Elect Director Gwendolyn G. Mizell	For	For	For	For	A vote FOR all director nominees is warranted.

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Gibraltar Industries, Inc.	05/03/2023	Management	5	Yes	Elect Director Linda K. Myers	For	For	For	For	A vote FOR all director nominees is warranted.
Gibraltar Industries, Inc.	05/03/2023	Management	6	Yes	Elect Director James B. Nish	For	For	For	For	A vote FOR all director nominees is warranted.
Gibraltar Industries, Inc.	05/03/2023	Management	7	Yes	Elect Director Atlee Valentine Pope	For	For	For	For	A vote FOR all director nominees is warranted.
Gibraltar Industries, Inc.	05/03/2023	Management	8	Yes	Elect Director Manish H. Shah	For	For	For	For	A vote FOR all director nominees is warranted.
Gibraltar Industries, Inc.	05/03/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gibraltar Industries, Inc.	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Gibraltar Industries, Inc.	05/03/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Gibraltar Industries, Inc.	05/03/2023	Management	12	Yes	Amend Certificate of Incorporation to Add State and Federal Forum Selection Provisions	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Gibraltar Industries, Inc.	05/03/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glacier Bancorp, Inc.	04/26/2023	Management	1	Yes	Elect Director David C. Boyles	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	2	Yes	Elect Director Robert A. Cashell, Jr.	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	3	Yes	Elect Director Randall M. Chesler	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	4	Yes	Elect Director Sherry L. Cladouhos	For	For	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	5	Yes	Elect Director Jesus T. Espinoza	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	6	Yes	Elect Director Annie M. Goodwin	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	7	Yes	Elect Director Kristen L. Heck	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	8	Yes	Elect Director Michael B. Hormaechea	For	For	For	For	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	9	Yes	Elect Director Craig A. Langel	For	For	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Glacier Bancorp, Inc.	04/26/2023	Management	10	Yes	Elect Director Douglas J. McBride	For	For	Withhold	Withhold	WITHHOLD votes for Craig Langel, Sherry Cladouhos and Douglas McBride are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glacier Bancorp, Inc.	04/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Glacier Bancorp, Inc.	04/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Glacier Bancorp, Inc.	04/26/2023	Management	13	Yes	Ratify FORVIS LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glatfelter Corporation	05/05/2023	Management	1	Yes	Elect Director Bruce Brown	For	For	For	For	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmemann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2023	Management	2	Yes	Elect Director Kathleen A. Dahlberg	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmemann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2023	Management	3	Yes	Elect Director Kevin M. Fogarty	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmemann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2023	Management	4	Yes	Elect Director Marie T. Gallagher	For	For	For	For	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmemann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2023	Management	5	Yes	Elect Director Darrel Hackett	For	For	For	For	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmemann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2023	Management	6	Yes	Elect Director J. Robert Hall	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmemann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Glatfelter Corporation	05/05/2023	Management	7	Yes	Elect Director Thomas M. Fahnmann	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2023	Management	8	Yes	Elect Director Lee C. Stewart	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Fogarty, Thomas Fahnmann, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are warranted for lack of a majority independent board. Votes AGAINST Kevin Fogarty, Kathleen Dahlberg, J. Robert Hall and Lee Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Glatfelter Corporation	05/05/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Glatfelter Corporation	05/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Glatfelter Corporation	05/05/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Glaukos Corporation	06/01/2023	Management	1	Yes	Elect Director Denice M. Torres	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member, Denice Torres, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Aimee Weisner is warranted.
Glaukos Corporation	06/01/2023	Management	2	Yes	Elect Director Aimee S. Weisner	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member, Denice Torres, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Aimee Weisner is warranted.
Glaukos Corporation	06/01/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Glaukos Corporation	06/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Global Industrial Company	06/05/2023	Management	1	Yes	Elect Director Richard B. Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Global Industrial Company	06/05/2023	Management	2	Yes	Elect Director Bruce Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/05/2023	Management	3	Yes	Elect Director Robert Leeds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/05/2023	Management	4	Yes	Elect Director Barry Litwin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/05/2023	Management	5	Yes	Elect Director Chad M. Lindbloom	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/05/2023	Management	6	Yes	Elect Director Paul S. Pearlman	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/05/2023	Management	7	Yes	Elect Director Robert D. Rosenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Global Industrial Company	06/05/2023	Management	8	Yes	Elect Director Thomas R. Suozzi	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Leeds, Barry Litwin, Robert (Bob) Rosenthal, Bruce Leeds and Robert Leeds are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Rosenthal are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair Robert (Bob) Rosenthal for failing to establish gender and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Global Industrial Company	06/05/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Global Industrial Company	06/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as excessive differentials exist between CEO pay and the pay of other named executive officers at the firm. In addition, the company provided an inordinate amount of automobile perquisites to the CEO. Finally, the company does not disclose performance goals.
Global Industrial Company	06/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Globus Medical, Inc.	04/27/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The proposed transaction has been met with a severe negative market reaction, which appears to be driven by concerns related to integration and regulatory risks evidenced in multiple examples of value erosion in prior spine company mergers. However, the companies appear to be focused on avoiding the pitfalls that have challenged past integrations, the strategic rationale appears compelling, the companies expect to realize cost and revenue synergies, and the deal is expected to be accretive to GMED earnings. On balance, cautionary support FOR the proposed transaction is warranted.
Globus Medical, Inc.	04/27/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Globus Medical, Inc.	06/07/2023	Management	1	Yes	Elect Director Daniel T. Scavilla	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Daniel (Dan) Scavilla are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Daniel (Dan) Scavilla are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Robert Douglas is warranted.
Globus Medical, Inc.	06/07/2023	Management	2	Yes	Elect Director Robert Douglas	For	For	For	For	WITHHOLD votes for non-independent nominee Daniel (Dan) Scavilla are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Daniel (Dan) Scavilla are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Robert Douglas is warranted.
Globus Medical, Inc.	06/07/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits repricing or exchange of grants without shareholder approval (overriding factor); * The plan permits cash buyout of awards without shareholder approval (overriding factor); * The plan allows for company loans to officers for the exercise of stock options.
Globus Medical, Inc.	06/07/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Globus Medical, Inc.	06/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Gogo Inc.	06/06/2023	Management	1	Yes	Elect Director Hugh W. Jones	For	For	For	For	WITHHOLD votes for non-independent nominees Oakleigh Thorne and Charles Townsend are warranted for lack of a majority independent board. WITHHOLD votes for Charles Townsend are also warranted for serving as a non-independent member of a key board committee. A vote FOR Hugh W. Jones is warranted.
Gogo Inc.	06/06/2023	Management	2	Yes	Elect Director Oakleigh Thorne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Oakleigh Thorne and Charles Townsend are warranted for lack of a majority independent board. WITHHOLD votes for Charles Townsend are also warranted for serving as a non-independent member of a key board committee. A vote FOR Hugh W. Jones is warranted.
Gogo Inc.	06/06/2023	Management	3	Yes	Elect Director Charles C. Townsend	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Oakleigh Thorne and Charles Townsend are warranted for lack of a majority independent board. WITHHOLD votes for Charles Townsend are also warranted for serving as a non-independent member of a key board committee. A vote FOR Hugh W. Jones is warranted.
Gogo Inc.	06/06/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Gogo Inc.	06/06/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gold Resource Corporation	06/15/2023	Management	1	Yes	Elect Director Alex G. Morrison	For	For	For	For	A vote FOR all director nominees is warranted.
Gold Resource Corporation	06/15/2023	Management	2	Yes	Elect Director Allen Palmiere	For	For	For	For	A vote FOR all director nominees is warranted.
Gold Resource Corporation	06/15/2023	Management	3	Yes	Elect Director Lila Manassa Murphy	For	For	For	For	A vote FOR all director nominees is warranted.
Gold Resource Corporation	06/15/2023	Management	4	Yes	Elect Director Joseph Driscoll	For	For	For	For	A vote FOR all director nominees is warranted.
Gold Resource Corporation	06/15/2023	Management	5	Yes	Elect Director Ron Little	For	For	For	For	A vote FOR all director nominees is warranted.
Gold Resource Corporation	06/15/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment has been mitigated at this time. Performance-based awards were introduced for fiscal 2022 and CEO pay was relatively high during long-term stock underperformance as a result of fiscal 2021 awards being deferred until fiscal 2022. CEO pay is expected to decrease going forward. In addition, short-term incentives were entirely performance-based and earned below target in line with performance.
Gold Resource Corporation	06/15/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gold Resource Corporation	06/15/2023	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
GoodRx Holdings, Inc.	06/14/2023	Management	1	Yes	Elect Director Julie Bradley	For	For	For	For	WITHHOLD votes for non-independent nominees Dipanjan (DJ) Deb, Stephen LeSieur and Gregory (Greg) Mondre are warranted for lack of a majority independent board. WITHHOLD votes for Gregory (Greg) Mondre are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee member Gregory (Greg) Mondre given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Julie Bradley is warranted.

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GoodRx Holdings, Inc.	06/14/2023	Management	2	Yes	Elect Director Dipanjan Deb	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dipanjan (DJ) Deb, Stephen LeSieur and Gregory (Greg) Mondre are warranted for lack of a majority independent board. WITHHOLD votes for Gregory (Greg) Mondre are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee member Gregory (Greg) Mondre given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Julie Bradley is warranted.
GoodRx Holdings, Inc.	06/14/2023	Management	3	Yes	Elect Director Stephen LeSieur	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dipanjan (DJ) Deb, Stephen LeSieur and Gregory (Greg) Mondre are warranted for lack of a majority independent board. WITHHOLD votes for Gregory (Greg) Mondre are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee member Gregory (Greg) Mondre given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Julie Bradley is warranted.
GoodRx Holdings, Inc.	06/14/2023	Management	4	Yes	Elect Director Gregory Mondre	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dipanjan (DJ) Deb, Stephen LeSieur and Gregory (Greg) Mondre are warranted for lack of a majority independent board. WITHHOLD votes for Gregory (Greg) Mondre are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee member Gregory (Greg) Mondre given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Julie Bradley is warranted.
GoodRx Holdings, Inc.	06/14/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GoodRx Holdings, Inc.	06/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GoPro, Inc.	06/06/2023	Management	1	Yes	Elect Director Nicholas Woodman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/06/2023	Management	2	Yes	Elect Director Tyrone Ahmad-Taylor	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.

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GoPro, Inc.	06/06/2023	Management	3	Yes	Elect Director Kenneth Goldman	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/06/2023	Management	4	Yes	Elect Director Peter Gotcher	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/06/2023	Management	5	Yes	Elect Director Shaz Kahng	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/06/2023	Management	6	Yes	Elect Director Alexander Lurie	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/06/2023	Management	7	Yes	Elect Director Susan Lyne	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/06/2023	Management	8	Yes	Elect Director Frederic Welts	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GoPro, Inc.	06/06/2023	Management	9	Yes	Elect Director Lauren Zalaznick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee members Lauren Zalaznick, Frederic (Rick) Welts, Susan Lyne, and Tyrone (Ty) Ahmad-Taylor for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Nicholas Woodman as his ownership of the supervoting shares provide him with the voting power control of the company. A vote FOR the remaining director nominees is warranted.
GoPro, Inc.	06/06/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
GoPro, Inc.	06/06/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
GoPro, Inc.	06/06/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.31 percent is excessive. * The company's three-year average burn rate is excessive.
GoPro, Inc.	06/06/2023	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Graham Holdings Company	05/04/2023	Management	1	Yes	Elect Director Tony Allen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Christopher Davis are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Christopher Davis are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Christopher Davis and Tony Allen for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee member Christopher Davis are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Danielle Conley is warranted.
Graham Holdings Company	05/04/2023	Management	2	Yes	Elect Director Danielle Conley	For	For	For	For	WITHHOLD votes for non-independent nominee Christopher Davis are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Christopher Davis are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Christopher Davis and Tony Allen for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee member Christopher Davis are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Danielle Conley is warranted.
Graham Holdings Company	05/04/2023	Management	3	Yes	Elect Director Christopher C. Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Christopher Davis are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Christopher Davis are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Christopher Davis and Tony Allen for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee member Christopher Davis are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Danielle Conley is warranted.

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Grand Canyon Education, Inc.	06/20/2023	Management	1	Yes	Elect Director Brian E. Mueller	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	2	Yes	Elect Director Sara R. Dial	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	3	Yes	Elect Director Jack A. Henry	For	For	Against	Against	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	4	Yes	Elect Director Lisa Graham Keegan	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	5	Yes	Elect Director Chevy Humphrey	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	6	Yes	Elect Director David M. Adame	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Grand Canyon Education, Inc.	06/20/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Grand Canyon Education, Inc.	06/20/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graphic Packaging Holding Company	05/24/2023	Management	1	Yes	Elect Director Michael P. Doss	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Company	05/24/2023	Management	2	Yes	Elect Director Dean A. Scarborough	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Company	05/24/2023	Management	3	Yes	Elect Director Larry M. Venturelli	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Company	05/24/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Graphic Packaging Holding Company	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Graphic Packaging Holding Company	05/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gray Television, Inc.	05/04/2023	Management	1	Yes	Elect Director Hilton H. Howell, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Gray Television, Inc.	05/04/2023	Management	2	Yes	Elect Director Howell W. Newton	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/04/2023	Management	3	Yes	Elect Director Richard L. Boger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/04/2023	Management	4	Yes	Elect Director Luis A. Garcia	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/04/2023	Management	5	Yes	Elect Director Richard B. Hare	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Gray Television, Inc.	05/04/2023	Management	6	Yes	Elect Director Robin R. Howell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/04/2023	Management	7	Yes	Elect Director Donald P. (Pat) LaPlatney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/04/2023	Management	8	Yes	Elect Director Lorraine (Lorri) McClain	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/04/2023	Management	9	Yes	Elect Director Paul H. McTear	For	For	For	For	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Gray Television, Inc.	05/04/2023	Management	10	Yes	Elect Director Sterling A. Spainhour, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hilton Howell Jr., Donald (Pat) LaPlatney, Howell Newton, Richard Boger and Robin Howell are warranted for lack of a majority independent board. WITHHOLD votes for Howell Newton and Richard Boger are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent Governance Committee members Howell Newton, Richard Boger, Richard Hare, and Sterling Spainhour Jr. for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Gray Television, Inc.	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Gray Television, Inc.	05/04/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gray Television, Inc.	05/04/2023	Management	13	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Great Lakes Dredge & Dock Corporation	05/03/2023	Management	1	Yes	Elect Director Elaine J. Dorward-King	For	For	For	For	A vote FOR all director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/03/2023	Management	2	Yes	Elect Director Ryan J. Levenson	For	For	For	For	A vote FOR all director nominees is warranted.
Great Lakes Dredge & Dock Corporation	05/03/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Great Lakes Dredge & Dock Corporation	05/03/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the identified pay-for-performance misalignment has been mitigated. Annual incentives are based on a preset measure that was not achieved, resulting in zero payouts for the NEOs. In addition, the annual and special equity grants were predominantly based on performance.
Great Lakes Dredge & Dock Corporation	05/03/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Great Southern Bancorp, Inc.	05/10/2023	Management	1	Yes	Elect Director Kevin R. Ausburn	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Larry Frazier are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Nominating Committee members Kevin Ausburn, Larry Frazier, and Douglas Pitt are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR new director Steven D. Edwards is warranted.
Great Southern Bancorp, Inc.	05/10/2023	Management	2	Yes	Elect Director Steven D. Edwards	For	For	For	For	WITHHOLD votes for non-independent nominee Larry Frazier are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Nominating Committee members Kevin Ausburn, Larry Frazier, and Douglas Pitt are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR new director Steven D. Edwards is warranted.
Great Southern Bancorp, Inc.	05/10/2023	Management	3	Yes	Elect Director Larry D. Frazier	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Larry Frazier are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Nominating Committee members Kevin Ausburn, Larry Frazier, and Douglas Pitt are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR new director Steven D. Edwards is warranted.

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Great Southern Bancorp, Inc.	05/10/2023	Management	4	Yes	Elect Director Douglas M. Pitt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Larry Frazier are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Nominating Committee members Kevin Ausburn, Larry Frazier, and Douglas Pitt are warranted for failing to establish racial or ethnic diversity on the board. A vote FOR new director Steven D. Edwards is warranted.
Great Southern Bancorp, Inc.	05/10/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company has legacy arrangements with certain executives that provide for a severance payment that exceeds three-times the sum of an executive's base salary and target bonus; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company lacks risk mitigating features that may benefit shareholders.
Great Southern Bancorp, Inc.	05/10/2023	Management	6	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Green Brick Partners, Inc.	06/13/2023	Management	1	Yes	Elect Director Elizabeth K. Blake	For	For	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen, and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/13/2023	Management	2	Yes	Elect Director Harry Brandler	For	For	For	For	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen, and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/13/2023	Management	3	Yes	Elect Director James R. Brickman	For	For	For	For	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen, and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/13/2023	Management	4	Yes	Elect Director David Einhorn	For	For	For	For	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen, and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.

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Green Brick Partners, Inc.	06/13/2023	Management	5	Yes	Elect Director Kathleen Olsen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen, and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/13/2023	Management	6	Yes	Elect Director Richard S. Press	For	Withhold	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen, and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/13/2023	Management	7	Yes	Elect Director Lila Manassa Murphy	For	Withhold	Withhold	Withhold	WITHHOLD votes for Elizabeth Blake (Liz, Elizabeth K. Lanier) are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Press, Kathleen (Kathy) Olsen, and Lila Manassa Murphy are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Green Brick Partners, Inc.	06/13/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Green Brick Partners, Inc.	06/13/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Green Brick Partners, Inc.	06/13/2023	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Green Dot Corporation	05/25/2023	Management	1	Yes	Elect Director J. Chris Brewster	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	2	Yes	Elect Director Rajeev V. Date	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	3	Yes	Elect Director Saturnino 'Nino' Fanlo	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	4	Yes	Elect Director Peter Feld	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	5	Yes	Elect Director George Gresham	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	6	Yes	Elect Director William I Jacobs	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	7	Yes	Elect Director Jeffrey B. Osher	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	8	Yes	Elect Director Ellen Richey	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	9	Yes	Elect Director George T. Shaheen	For	For	For	For	A vote FOR all director nominees is warranted.
Green Dot Corporation	05/25/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Green Dot Corporation	05/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Green Dot Corporation	05/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Green Dot Corporation	05/25/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted because no significant issues have been identified and there are no overriding factors that have an impact.
Green Plains Inc.	05/09/2023	Management	1	Yes	Elect Director Jim Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Anderson and Ejnar Knudsen III are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kimberly Wagner is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Green Plains Inc.	05/09/2023	Management	2	Yes	Elect Director Ejnar Knudsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Anderson and Ejnar Knudsen III are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kimberly Wagner is warranted.
Green Plains Inc.	05/09/2023	Management	3	Yes	Elect Director Kimberly Wagner	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Anderson and Ejnar Knudsen III are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Anderson are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kimberly Wagner is warranted.
Green Plains Inc.	05/09/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Green Plains Inc.	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Green Plains Inc.	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Greenhill & Co., Inc.	05/02/2023	Management	1	Yes	Elect Director Scott L. Bok	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	05/02/2023	Management	2	Yes	Elect Director Meryl D. Hartzband	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	05/02/2023	Management	3	Yes	Elect Director John D. Liu	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	05/02/2023	Management	4	Yes	Elect Director Ulrika M. Ekman	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	05/02/2023	Management	5	Yes	Elect Director Kevin T. Ferro	For	For	For	For	A vote FOR the director nominees is warranted.
Greenhill & Co., Inc.	05/02/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Greenhill & Co., Inc.	05/02/2023	Management	7	Yes	Advisory Vote on Annual Frequency on Say on Pay Vote	For	For	For	For	A vote FOR the adoption of an annual say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Greenhill & Co., Inc.	05/02/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Greenhill & Co., Inc.	05/02/2023	Shareholder	9	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Greif, Inc.	02/28/2023	Management	1	Yes	Elect Director Ole G. Rosgaard	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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Greif, Inc.	02/28/2023	Management	2	Yes	Elect Director Vicki L. Avril-Groves	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/28/2023	Management	3	Yes	Elect Director Bruce A. Edwards	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/28/2023	Management	4	Yes	Elect Director Mark A. Emkes	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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Greif, Inc.	02/28/2023	Management	5	Yes	Elect Director Daniel J. Gunsett	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/28/2023	Management	6	Yes	Elect Director John W. McNamara	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/28/2023	Management	7	Yes	Elect Director Frank C. Miller	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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Greif, Inc.	02/28/2023	Management	8	Yes	Elect Director Karen A. Morrison	For	For	For	For	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/28/2023	Management	9	Yes	Elect Director Robert M. Patterson	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/28/2023	Management	10	Yes	Elect Director Kimberly T. Scott	For	For	For	For	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.

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Greif, Inc.	02/28/2023	Management	11	Yes	Elect Director Roel Vestjens	For	For	For	For	WITHHOLD votes for Governance Committee members Daniel (Dan) Gunsett, Bruce Edwards, and John McNamara are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for non-independent nominees Bruce Edwards, Ole Rosgaard, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett, John McNamara and Frank Miller are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Edwards, Vicki Avril-Groves, Mark Emkes, Daniel (Dan) Gunsett and John McNamara are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee member Robert Patterson are warranted for neglecting to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Greif, Inc.	02/28/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Greif, Inc.	02/28/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Greif, Inc.	02/28/2023	Management	14	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution for all incentive plans of 23.75 percent is excessive.
Greif, Inc.	02/28/2023	Management	15	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Griffon Corporation	03/15/2023	Management	1	Yes	Elect Director Travis W. Cocke	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	2	Yes	Elect Director H. C. Charles Diao	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	3	Yes	Elect Director Louis J. Grabowsky	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	4	Yes	Elect Director Lacy M. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	5	Yes	Elect Director James W. Sight	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	6	Yes	Elect Director Samanta Hegedus Stewart	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	7	Yes	Elect Director Michelle L. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	8	Yes	Elect Director Cheryl L. Turnbull	For	For	For	For	A vote FOR all director nominees is warranted.
Griffon Corporation	03/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.
Griffon Corporation	03/15/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Griffon Corporation	03/15/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Grocery Outlet Holding Corp.	06/20/2023	Management	1	Yes	Elect Director Kenneth W. Alterman	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grocery Outlet Holding Corp.	06/20/2023	Management	2	Yes	Elect Director John (Jeb) E. Bachman	For	For	For	For	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Grocery Outlet Holding Corp.	06/20/2023	Management	3	Yes	Elect Director Thomas F. Herman	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grocery Outlet Holding Corp.	06/20/2023	Management	4	Yes	Elect Director Erik D. Ragatz	For	For	For	For	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grocery Outlet Holding Corp.	06/20/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Grocery Outlet Holding Corp.	06/20/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Group 1 Automotive, Inc.	05/17/2023	Management	1	Yes	Elect Director Carin M. Barth	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	2	Yes	Elect Director Daryl A. Kenningham	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	3	Yes	Elect Director Steven C. Mizell	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	4	Yes	Elect Director Lincoln Pereira Filho	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	5	Yes	Elect Director Stephen D. Quinn	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	6	Yes	Elect Director Steven P. Stanbrook	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	7	Yes	Elect Director Charles L. Szews	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	8	Yes	Elect Director Anne Taylor	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	9	Yes	Elect Director MaryAnn Wright	For	For	For	For	WITHHOLD votes for Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Group 1 Automotive, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft and automobile-related perquisite to the former CEO.
Group 1 Automotive, Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Group 1 Automotive, Inc.	05/17/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Group 1 Automotive, Inc.	05/17/2023	Management	13	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Group 1 Automotive, Inc.	05/17/2023	Management	14	Yes	Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted given that it would enhance board accountability to shareholders.
GrowGeneration, Corp.	06/22/2023	Management	1	Yes	Elect Director Darren Lampert	For	For	For	For	WITHHOLD votes for Audit Committee members Stephen (Steven) Aiello and Paul Ciasullo Jr. are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Nominating Committee chairman Stephen (Steven) Aiello are warranted for failing to establish gender diversity on the board. A vote FOR Eula Adams is warranted.
GrowGeneration, Corp.	06/22/2023	Management	2	Yes	Elect Director Michael Salaman	For	For	For	For	WITHHOLD votes for Audit Committee members Stephen (Steven) Aiello and Paul Ciasullo Jr. are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Nominating Committee chairman Stephen (Steven) Aiello are warranted for failing to establish gender diversity on the board. A vote FOR Eula Adams is warranted.
GrowGeneration, Corp.	06/22/2023	Management	3	Yes	Elect Director Eula Adams	For	For	For	For	WITHHOLD votes for Audit Committee members Stephen (Steven) Aiello and Paul Ciasullo Jr. are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Nominating Committee chairman Stephen (Steven) Aiello are warranted for failing to establish gender diversity on the board. A vote FOR Eula Adams is warranted.
GrowGeneration, Corp.	06/22/2023	Management	4	Yes	Elect Director Stephen Aiello	For	Withhold	Withhold	Withhold	WITHHOLD votes for Audit Committee members Stephen (Steven) Aiello and Paul Ciasullo Jr. are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Nominating Committee chairman Stephen (Steven) Aiello are warranted for failing to establish gender diversity on the board. A vote FOR Eula Adams is warranted.
GrowGeneration, Corp.	06/22/2023	Management	5	Yes	Elect Director Paul Ciasullo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Audit Committee members Stephen (Steven) Aiello and Paul Ciasullo Jr. are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Nominating Committee chairman Stephen (Steven) Aiello are warranted for failing to establish gender diversity on the board. A vote FOR Eula Adams is warranted.
GrowGeneration, Corp.	06/22/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into a new NEO agreement that provides for multi-year guaranteed time-based equity awards.
GrowGeneration, Corp.	06/22/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following key factors: * The plan permits repricing or exchange of grants without shareholder approval (overriding factor); * The plan permits cash buyout of awards without shareholder approval (overriding factor); * The plan provides for the transferability of stock options without shareholder approval (overriding factor); and * The plan administrator may provide loans to exercise awards.
GrowGeneration, Corp.	06/22/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Guaranty Bancshares, Inc.	05/17/2023	Management	1	Yes	Elect Director Tyson T. Abston	For	For	Against	Against	Votes AGAINST non-independent nominee Tyson (Ty) Abston are warranted for lack of a majority independent board. A vote AGAINST Governance Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST Nominating Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is also warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Jeffrey W. Brown is warranted.
Guaranty Bancshares, Inc.	05/17/2023	Management	2	Yes	Elect Director Richard W. Baker	For	Against	Against	Against	Votes AGAINST non-independent nominee Tyson (Ty) Abston are warranted for lack of a majority independent board. A vote AGAINST Governance Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST Nominating Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is also warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Jeffrey W. Brown is warranted.
Guaranty Bancshares, Inc.	05/17/2023	Management	3	Yes	Elect Director Jeffrey W. Brown	For	For	For	For	Votes AGAINST non-independent nominee Tyson (Ty) Abston are warranted for lack of a majority independent board. A vote AGAINST Governance Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST Nominating Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is also warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Jeffrey W. Brown is warranted.
Guaranty Bancshares, Inc.	05/17/2023	Management	4	Yes	Elect Director James M. Nolan, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominee Tyson (Ty) Abston are warranted for lack of a majority independent board. A vote AGAINST Governance Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST Nominating Committee members Richard (Ricky) Baker and James (Mike) Nolan Jr. is also warranted for failing to establish racial or ethnic diversity on the board. A vote FOR Jeffrey W. Brown is warranted.
Guaranty Bancshares, Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Guaranty Bancshares, Inc.	05/17/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Guaranty Bancshares, Inc.	05/17/2023	Management	7	Yes	Ratify Whitley Penn LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Guess?, Inc.	05/05/2023	Management	1	Yes	Elect Director Carlos Alberini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alejandro (Alex) Yemenidjian, Carlos Alberini, Anthony Chidoni, Maurice Marciano and Paul Marciano are warranted for lack of a majority independent board. WITHHOLD votes for Alejandro (Alex) Yemenidjian and Anthony Chidoni are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Alejandro (Alex) Yemenidjian, Anthony Chidoni, and Cynthia Livingston are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for governance committee chair Cynthia Livingston are further warranted due to the board's failure to acknowledge the high level of dissent to the election of Paul and Maurice Marciano last year. A vote FOR Deborah Weinswig is warranted.
Guess?, Inc.	05/05/2023	Management	2	Yes	Elect Director Anthony Chidoni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alejandro (Alex) Yemenidjian, Carlos Alberini, Anthony Chidoni, Maurice Marciano and Paul Marciano are warranted for lack of a majority independent board. WITHHOLD votes for Alejandro (Alex) Yemenidjian and Anthony Chidoni are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Alejandro (Alex) Yemenidjian, Anthony Chidoni, and Cynthia Livingston are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for governance committee chair Cynthia Livingston are further warranted due to the board's failure to acknowledge the high level of dissent to the election of Paul and Maurice Marciano last year. A vote FOR Deborah Weinswig is warranted.
Guess?, Inc.	05/05/2023	Management	3	Yes	Elect Director Cynthia Livingston	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alejandro (Alex) Yemenidjian, Carlos Alberini, Anthony Chidoni, Maurice Marciano and Paul Marciano are warranted for lack of a majority independent board. WITHHOLD votes for Alejandro (Alex) Yemenidjian and Anthony Chidoni are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Alejandro (Alex) Yemenidjian, Anthony Chidoni, and Cynthia Livingston are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for governance committee chair Cynthia Livingston are further warranted due to the board's failure to acknowledge the high level of dissent to the election of Paul and Maurice Marciano last year. A vote FOR Deborah Weinswig is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Guess?, Inc.	05/05/2023	Management	4	Yes	Elect Director Maurice Marciano	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alejandro (Alex) Yemenidjian, Carlos Alberini, Anthony Chidoni, Maurice Marciano and Paul Marciano are warranted for lack of a majority independent board. WITHHOLD votes for Alejandro (Alex) Yemenidjian and Anthony Chidoni are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Alejandro (Alex) Yemenidjian, Anthony Chidoni, and Cynthia Livingston are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for governance committee chair Cynthia Livingston are further warranted due to the board's failure to acknowledge the high level of dissent to the election of Paul and Maurice Marciano last year. A vote FOR Deborah Weinswig is warranted.
Guess?, Inc.	05/05/2023	Management	5	Yes	Elect Director Paul Marciano	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alejandro (Alex) Yemenidjian, Carlos Alberini, Anthony Chidoni, Maurice Marciano and Paul Marciano are warranted for lack of a majority independent board. WITHHOLD votes for Alejandro (Alex) Yemenidjian and Anthony Chidoni are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Alejandro (Alex) Yemenidjian, Anthony Chidoni, and Cynthia Livingston are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for governance committee chair Cynthia Livingston are further warranted due to the board's failure to acknowledge the high level of dissent to the election of Paul and Maurice Marciano last year. A vote FOR Deborah Weinswig is warranted.
Guess?, Inc.	05/05/2023	Management	6	Yes	Elect Director Deborah Weinswig	For	For	For	For	WITHHOLD votes for non-independent nominees Alejandro (Alex) Yemenidjian, Carlos Alberini, Anthony Chidoni, Maurice Marciano and Paul Marciano are warranted for lack of a majority independent board. WITHHOLD votes for Alejandro (Alex) Yemenidjian and Anthony Chidoni are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Alejandro (Alex) Yemenidjian, Anthony Chidoni, and Cynthia Livingston are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for governance committee chair Cynthia Livingston are further warranted due to the board's failure to acknowledge the high level of dissent to the election of Paul and Maurice Marciano last year. A vote FOR Deborah Weinswig is warranted.

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Guess?, Inc.	05/05/2023	Management	7	Yes	Elect Director Alex Yemenidjian	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alejandro (Alex) Yemenidjian, Carlos Alberini, Anthony Chidoni, Maurice Marciano and Paul Marciano are warranted for lack of a majority independent board. WITHHOLD votes for Alejandro (Alex) Yemenidjian and Anthony Chidoni are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Alejandro (Alex) Yemenidjian, Anthony Chidoni, and Cynthia Livingston are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for governance committee chair Cynthia Livingston are further warranted due to the board's failure to acknowledge the high level of dissent to the election of Paul and Maurice Marciano last year. A vote FOR Deborah Weinswig is warranted.
Guess?, Inc.	05/05/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Guess?, Inc.	05/05/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Guess?, Inc.	05/05/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gulf Island Fabrication, Inc.	05/18/2023	Management	1	Yes	Elect Director Robert M. Averick	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/18/2023	Management	2	Yes	Elect Director Murray W. Burns	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/18/2023	Management	3	Yes	Elect Director William E. Chiles	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/18/2023	Management	4	Yes	Elect Director Richard W. Heo	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/18/2023	Management	5	Yes	Elect Director Michael J. Keeffe	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/18/2023	Management	6	Yes	Elect Director Cheryl D. Richard	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/18/2023	Management	7	Yes	Elect Director Jay R. Troger	For	For	For	For	A vote FOR all director nominees is warranted.
Gulf Island Fabrication, Inc.	05/18/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Gulf Island Fabrication, Inc.	05/18/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gulf Island Fabrication, Inc.	05/18/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Gulf Island Fabrication, Inc.	05/18/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gulfport Energy Corporation	05/24/2023	Management	1	Yes	Elect Director Timothy J. Cutt	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/24/2023	Management	2	Yes	Elect Director David Wolf	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/24/2023	Management	3	Yes	Elect Director Guillermo (Bill) Martinez	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/24/2023	Management	4	Yes	Elect Director Jason Martinez	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/24/2023	Management	5	Yes	Elect Director David Reganato	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/24/2023	Management	6	Yes	Elect Director John Reinhart	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/24/2023	Management	7	Yes	Elect Director Mary Shafer-Malicki	For	For	For	For	A vote FOR the director nominees is warranted.
Gulfport Energy Corporation	05/24/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gulfport Energy Corporation	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Gulfport Energy Corporation	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
GXO Logistics, Inc.	05/24/2023	Management	1	Yes	Elect Director Clare Chatfield	For	For	For	For	A vote FOR all director nominees is warranted.
GXO Logistics, Inc.	05/24/2023	Management	2	Yes	Elect Director Joli L. Gross	For	For	For	For	A vote FOR all director nominees is warranted.
GXO Logistics, Inc.	05/24/2023	Management	3	Yes	Elect Director Jason D. Papastavrou	For	For	For	For	A vote FOR all director nominees is warranted.

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GXO Logistics, Inc.	05/24/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GXO Logistics, Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted is warranted as pay and performance are reasonably aligned at this time.
H&E Equipment Services, Inc.	05/12/2023	Management	1	Yes	Elect Director John M. Engquist	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	2	Yes	Elect Director Bradley W. Barber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	3	Yes	Elect Director Paul N. Arnold	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	4	Yes	Elect Director Gary W. Bagley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	5	Yes	Elect Director Bruce C. Bruckmann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	6	Yes	Elect Director Patrick L. Edsell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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H&E Equipment Services, Inc.	05/12/2023	Management	7	Yes	Elect Director Thomas J. Galligan, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	8	Yes	Elect Director Lawrence C. Karlson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	9	Yes	Elect Director Jacob Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	10	Yes	Elect Director Mary P. Thompson	For	For	For	For	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	11	Yes	Elect Director Suzanne H. Wood	For	For	For	For	WITHHOLD votes for non-independent nominees John Engquist, Bradley Barber, Paul Arnold, Gary Bagley, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are warranted for lack of a majority independent board. WITHHOLD votes for Paul Arnold, Bruce Bruckmann, Patrick Edsell, Thomas Galligan III and Lawrence Karlson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&E Equipment Services, Inc.	05/12/2023	Management	12	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
H&E Equipment Services, Inc.	05/12/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
H&E Equipment Services, Inc.	05/12/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
H.B. Fuller Company	04/06/2023	Management	1	Yes	Elect Director Daniel L. Florness	For	For	For	For	WITHHOLD votes for Lee Mitau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
H.B. Fuller Company	04/06/2023	Management	2	Yes	Elect Director Lee R. Mitau	For	For	Withhold	Withhold	WITHHOLD votes for Lee Mitau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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H.B. Fuller Company	04/06/2023	Management	3	Yes	Elect Director Teresa J. Rasmussen	For	For	For	For	WITHHOLD votes for Lee Mitau are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
H.B. Fuller Company	04/06/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
H.B. Fuller Company	04/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite and related tax gross-ups to the former CEO.
H.B. Fuller Company	04/06/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
H.B. Fuller Company	04/06/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hallador Energy Company	06/01/2023	Management	1	Yes	Elect Director Brent K. Bilsland	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brent Bilsland, David Hardie, Steven Hardie and Bryan Lawrence are warranted for lack of a majority independent board. WITHHOLD votes for David Hardie, Steven Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman Charles Wesley IV for failing to establish gender diversity on the board. A vote FOR David Lubar is warranted.
Hallador Energy Company	06/01/2023	Management	2	Yes	Elect Director David C. Hardie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brent Bilsland, David Hardie, Steven Hardie and Bryan Lawrence are warranted for lack of a majority independent board. WITHHOLD votes for David Hardie, Steven Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman Charles Wesley IV for failing to establish gender diversity on the board. A vote FOR David Lubar is warranted.
Hallador Energy Company	06/01/2023	Management	3	Yes	Elect Director Steven R. Hardie	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brent Bilsland, David Hardie, Steven Hardie and Bryan Lawrence are warranted for lack of a majority independent board. WITHHOLD votes for David Hardie, Steven Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman Charles Wesley IV for failing to establish gender diversity on the board. A vote FOR David Lubar is warranted.
Hallador Energy Company	06/01/2023	Management	4	Yes	Elect Director Bryan H. Lawrence	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brent Bilsland, David Hardie, Steven Hardie and Bryan Lawrence are warranted for lack of a majority independent board. WITHHOLD votes for David Hardie, Steven Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman Charles Wesley IV for failing to establish gender diversity on the board. A vote FOR David Lubar is warranted.

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Hallador Energy Company	06/01/2023	Management	5	Yes	Elect Director David J. Lubar	For	For	For	For	WITHHOLD votes for non-independent nominees Brent Bilsland, David Hardie, Steven Hardie and Bryan Lawrence are warranted for lack of a majority independent board. WITHHOLD votes for David Hardie, Steven Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman Charles Wesley IV for failing to establish gender diversity on the board. A vote FOR David Lubar is warranted.
Hallador Energy Company	06/01/2023	Management	6	Yes	Elect Director Charles R. Wesley, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brent Bilsland, David Hardie, Steven Hardie and Bryan Lawrence are warranted for lack of a majority independent board. WITHHOLD votes for David Hardie, Steven Hardie and Bryan Lawrence are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chairman Charles Wesley IV for failing to establish gender diversity on the board. A vote FOR David Lubar is warranted.
Hallador Energy Company	06/01/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; * Equity awards to the CEO lack any performance-contingent pay elements.
Hallador Energy Company	06/01/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Halozyme Therapeutics, Inc.	05/05/2023	Management	1	Yes	Elect Director Bernadette Connaughton	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	05/05/2023	Management	2	Yes	Elect Director Moni Miyashita	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	05/05/2023	Management	3	Yes	Elect Director Matthew L. Posard	For	For	For	For	A vote FOR all director nominees is warranted.
Halozyme Therapeutics, Inc.	05/05/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Halozyme Therapeutics, Inc.	05/05/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Halozyme Therapeutics, Inc.	05/05/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hamilton Beach Brands Holding Company	05/10/2023	Management	1	Yes	Elect Director Mark R. Belgya	For	For	For	For	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hamilton Beach Brands Holding Company	05/10/2023	Management	2	Yes	Elect Director J.C. Butler, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	3	Yes	Elect Director Paul D. Furlow	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	4	Yes	Elect Director John P. Jumper	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	5	Yes	Elect Director Dennis W. LaBarre	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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Hamilton Beach Brands Holding Company	05/10/2023	Management	6	Yes	Elect Director Michael S. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	7	Yes	Elect Director Alfred M. Rankin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	8	Yes	Elect Director Thomas T. Rankin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	9	Yes	Elect Director James A. Ratner	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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Hamilton Beach Brands Holding Company	05/10/2023	Management	10	Yes	Elect Director Gregory H. Trepp	For	For	For	For	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	11	Yes	Elect Director Clara R. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Paul Furlow, John Jumper, Dennis LaBarre, Michael Miller, and James Ratner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Thomas Rankin, and Clara Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for Alfred Rankin Jr. and John Butler Jr. are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Hamilton Beach Brands Holding Company	05/10/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hamilton Beach Brands Holding Company	05/10/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hamilton Beach Brands Holding Company	05/10/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hancock Whitney Corporation	04/26/2023	Management	1	Yes	Elect Director Frank E. Bertucci	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Bertucci and Thomas Olinde are warranted for lack of a majority independent board. WITHHOLD votes for Frank Bertucci and Thomas Olinde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/26/2023	Management	2	Yes	Elect Director Constantine S. Liolio	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Bertucci and Thomas Olinde are warranted for lack of a majority independent board. WITHHOLD votes for Frank Bertucci and Thomas Olinde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/26/2023	Management	3	Yes	Elect Director Thomas H. Olinde	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Bertucci and Thomas Olinde are warranted for lack of a majority independent board. WITHHOLD votes for Frank Bertucci and Thomas Olinde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/26/2023	Management	4	Yes	Elect Director Joan C. Teofilo	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Bertucci and Thomas Olinde are warranted for lack of a majority independent board. WITHHOLD votes for Frank Bertucci and Thomas Olinde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hancock Whitney Corporation	04/26/2023	Management	5	Yes	Elect Director C. Richard Wilkins	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Bertucci and Thomas Olinde are warranted for lack of a majority independent board. WITHHOLD votes for Frank Bertucci and Thomas Olinde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hancock Whitney Corporation	04/26/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hancock Whitney Corporation	04/26/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hancock Whitney Corporation	04/26/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hanmi Financial Corporation	05/24/2023	Management	1	Yes	Elect Director John J. Ahn	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	2	Yes	Elect Director Christie K. Chu	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	3	Yes	Elect Director Harry H. Chung	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	4	Yes	Elect Director Bonita I. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	5	Yes	Elect Director Gloria J. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	6	Yes	Elect Director David L. Rosenblum	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	7	Yes	Elect Director Thomas J. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	8	Yes	Elect Director Michael M. Yang	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	9	Yes	Elect Director Gideon Yu	For	For	For	For	A vote FOR all director nominees is warranted.
Hanmi Financial Corporation	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hanmi Financial Corporation	05/24/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hanmi Financial Corporation	05/24/2023	Management	12	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
HarborOne Bancorp, Inc.	05/17/2023	Management	1	Yes	Elect Director Joseph F. Casey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Casey, David Frenette and Barry Koretz are warranted for lack of a majority independent board. WITHHOLD votes for David Frenette and Barry Koretz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Michael Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Andreana Santangelo is warranted.
HarborOne Bancorp, Inc.	05/17/2023	Management	2	Yes	Elect Director David P. Frenette	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Casey, David Frenette and Barry Koretz are warranted for lack of a majority independent board. WITHHOLD votes for David Frenette and Barry Koretz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Michael Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Andreana Santangelo is warranted.

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HarborOne Bancorp, Inc.	05/17/2023	Management	3	Yes	Elect Director Barry R. Koretz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Casey, David Frenette and Barry Koretz are warranted for lack of a majority independent board. WITHHOLD votes for David Frenette and Barry Koretz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Michael Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Andreana Santangelo is warranted.
HarborOne Bancorp, Inc.	05/17/2023	Management	4	Yes	Elect Director Andreana Santangelo	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Casey, David Frenette and Barry Koretz are warranted for lack of a majority independent board. WITHHOLD votes for David Frenette and Barry Koretz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Michael Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Andreana Santangelo is warranted.
HarborOne Bancorp, Inc.	05/17/2023	Management	5	Yes	Elect Director Michael J. Sullivan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Casey, David Frenette and Barry Koretz are warranted for lack of a majority independent board. WITHHOLD votes for David Frenette and Barry Koretz are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Michael Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Andreana Santangelo is warranted.
HarborOne Bancorp, Inc.	05/17/2023	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
HarborOne Bancorp, Inc.	05/17/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Harmonic Inc.	06/23/2023	Management	1	Yes	Elect Director Patrick J. Harshman	For	For	For	For	Votes AGAINST Patrick Gallagher and Susan (Sue) Swenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harmonic Inc.	06/23/2023	Management	2	Yes	Elect Director Patrick Gallagher	For	For	Against	Against	Votes AGAINST Patrick Gallagher and Susan (Sue) Swenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harmonic Inc.	06/23/2023	Management	3	Yes	Elect Director Deborah L. Clifford	For	For	For	For	Votes AGAINST Patrick Gallagher and Susan (Sue) Swenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harmonic Inc.	06/23/2023	Management	4	Yes	Elect Director Sophia Kim	For	For	For	For	Votes AGAINST Patrick Gallagher and Susan (Sue) Swenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Harmonic Inc.	06/23/2023	Management	5	Yes	Elect Director David Krall	For	For	For	For	Votes AGAINST Patrick Gallagher and Susan (Sue) Swenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harmonic Inc.	06/23/2023	Management	6	Yes	Elect Director Mitzi Reaugh	For	For	For	For	Votes AGAINST Patrick Gallagher and Susan (Sue) Swenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harmonic Inc.	06/23/2023	Management	7	Yes	Elect Director Susan G. Swenson	For	For	Against	Against	Votes AGAINST Patrick Gallagher and Susan (Sue) Swenson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harmonic Inc.	06/23/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Harmonic Inc.	06/23/2023	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Harmonic Inc.	06/23/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Harrow Health, Inc.	06/21/2023	Management	1	Yes	Elect Director Mark L. Baum	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/21/2023	Management	2	Yes	Elect Director Martin A. Makary	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/21/2023	Management	3	Yes	Elect Director Teresa F. Sparks	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/21/2023	Management	4	Yes	Elect Director Perry J. Sternberg	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/21/2023	Management	5	Yes	Elect Director R. Lawrence Van Horn	For	For	For	For	A vote FOR the director nominees is warranted.
Harrow Health, Inc.	06/21/2023	Management	6	Yes	Ratify KMJ Corbin & Company LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Harrow Health, Inc.	06/21/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Harsco Corporation	04/19/2023	Management	1	Yes	Elect Director James F. Earl	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	2	Yes	Elect Director Kathy G. Eddy	For	For	Against	Against	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	3	Yes	Elect Director David C. Everitt	For	For	Against	Against	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	4	Yes	Elect Director F. Nicholas Grasberger, III	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	5	Yes	Elect Director Carolann I. Haznedar	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	6	Yes	Elect Director Timothy M. Laurion	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	7	Yes	Elect Director Edgar (Ed) M. Purvis, Jr.	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	8	Yes	Elect Director John S. Quinn	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Harsco Corporation	04/19/2023	Management	9	Yes	Elect Director Phillip C. Widman	For	For	For	For	Votes AGAINST David Everitt and Kathy Eddy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Harsco Corporation	04/19/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Harsco Corporation	04/19/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive relocation expense perquisite and related tax gross-ups to certain executives.
Harsco Corporation	04/19/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Harsco Corporation	04/19/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Harvard Bioscience, Inc.	05/15/2023	Management	1	Yes	Elect Director Katherine A. Eade	For	For	For	For	A vote FOR all director nominees is warranted.
Harvard Bioscience, Inc.	05/15/2023	Management	2	Yes	Elect Director Thomas W. Loewald	For	For	For	For	A vote FOR all director nominees is warranted.
Harvard Bioscience, Inc.	05/15/2023	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Harvard Bioscience, Inc.	05/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Harvard Bioscience, Inc.	05/15/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	1	Yes	Elect Director Thomas B. Fargo	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	2	Yes	Elect Director Celeste A. Connors	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	3	Yes	Elect Director Richard J. Dahl	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	4	Yes	Elect Director Elisia K. Flores	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	5	Yes	Elect Director Peggy Y. Fowler	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	6	Yes	Elect Director Micah A. Kane	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	7	Yes	Elect Director Michael J. Kennedy	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	8	Yes	Elect Director Yoko Otani	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	9	Yes	Elect Director William James Scilacci, Jr.	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	10	Yes	Elect Director Scott W. H. Seu	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hawaiian Electric Industries, Inc.	05/05/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hawaiian Holdings, Inc.	05/17/2023	Management	1	Yes	Elect Director Wendy A. Beck	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	2	Yes	Elect Director Earl E. Fry	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	3	Yes	Elect Director Lawrence S. Hershfield	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	4	Yes	Elect Director C. Jayne Hrdlicka	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	5	Yes	Elect Director Peter R. Ingram	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	6	Yes	Elect Director Michael E. McNamara	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	7	Yes	Elect Director Crystal K. Rose	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	8	Yes	Elect Director Craig E. Vosburg	For	For	For	For	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	9	Yes	Elect Director Richard N. Zwern	For	For	Withhold	Withhold	WITHHOLD votes for Lawrence Hershfield, Crystal Rose and Richard Zwern are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Holdings, Inc.	05/17/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hawaiian Holdings, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft perquisites.
Hawaiian Holdings, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hawaiian Holdings, Inc.	05/17/2023	Management	13	Yes	Please Check if Owner of Record is a U.S. Citizen	None	Refer	Refer	For	A REFER recommendation is warranted given that shareholders need to evaluate this item based on their circumstances.

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Hawthorn Bancshares, Inc.	06/06/2023	Management	1	Yes	Elect Director Kathleen L. Bruegenhemke	For	For	Against	Against	Votes AGAINST non-independent nominees Kathleen Bruegenhemke and Philip Freeman are warranted for lack of a majority independent board. Votes AGAINST Philip Freeman are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jonathan D. Holtaway is warranted.
Hawthorn Bancshares, Inc.	06/06/2023	Management	2	Yes	Elect Director Philip D. Freeman	For	For	Against	Against	Votes AGAINST non-independent nominees Kathleen Bruegenhemke and Philip Freeman are warranted for lack of a majority independent board. Votes AGAINST Philip Freeman are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jonathan D. Holtaway is warranted.
Hawthorn Bancshares, Inc.	06/06/2023	Management	3	Yes	Elect Director Jonathan D. Holtaway	For	For	For	For	Votes AGAINST non-independent nominees Kathleen Bruegenhemke and Philip Freeman are warranted for lack of a majority independent board. Votes AGAINST Philip Freeman are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jonathan D. Holtaway is warranted.
Hawthorn Bancshares, Inc.	06/06/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Hawthorn Bancshares, Inc.	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain excise tax gross-up provisions. * The company provided CEO Turner sizable perquisites that are not specifically enumerated. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Hawthorn Bancshares, Inc.	06/06/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the company's potential Voting Power Dilution (VPD) for all incentive plans of 2.91 percent is acceptable.
Haynes International, Inc.	02/22/2023	Management	1	Yes	Elect Director Donald C. Campion	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Getz, Michael Shor, and Donald Campion are warranted for lack of a majority independent board. Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2023	Management	2	Yes	Elect Director Robert H. Getz	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Getz, Michael Shor, and Donald Campion are warranted for lack of a majority independent board. Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2023	Management	3	Yes	Elect Director Dawne S. Hickton	For	For	For	For	Votes AGAINST non-independent nominees Robert Getz, Michael Shor, and Donald Campion are warranted for lack of a majority independent board. Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2023	Management	4	Yes	Elect Director Michael L. Shor	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Getz, Michael Shor, and Donald Campion are warranted for lack of a majority independent board. Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Haynes International, Inc.	02/22/2023	Management	5	Yes	Elect Director Larry O. Spencer	For	For	For	For	Votes AGAINST non-independent nominees Robert Getz, Michael Shor, and Donald Campion are warranted for lack of a majority independent board. Votes AGAINST Robert Getz and Donald Campion are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Haynes International, Inc.	02/22/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-audit consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Haynes International, Inc.	02/22/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Haynes International, Inc.	02/22/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HBT Financial, Inc.	05/23/2023	Management	1	Yes	Elect Director Roger A. Baker	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	2	Yes	Elect Director C. Alvin Bowman	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	3	Yes	Elect Director Eric E. Burwell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	4	Yes	Elect Director Patrick F. Busch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	5	Yes	Elect Director J. Lance Carter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	6	Yes	Elect Director Allen C. Drake	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	7	Yes	Elect Director Fred L. Drake	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	8	Yes	Elect Director Linda J. Koch	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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HBT Financial, Inc.	05/23/2023	Management	9	Yes	Elect Director Gerald E. Pfeiffer	For	For	For	For	WITHHOLD votes for non-independent nominees Fred Drake, J. Lance Carter, Eric Burwell, Patrick Busch and Allen Drake are warranted for lack of a majority independent board. WITHHOLD votes for Eric Burwell are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HBT Financial, Inc.	05/23/2023	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Health Catalyst, Inc.	06/14/2023	Management	1	Yes	Elect Director Anita V. Pramoda	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Anita Pramoda and S. Dawn Smith given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Health Catalyst, Inc.	06/14/2023	Management	2	Yes	Elect Director S. Dawn Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Anita Pramoda and S. Dawn Smith given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Health Catalyst, Inc.	06/14/2023	Management	3	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Health Catalyst, Inc.	06/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal.
Healthcare Services Group, Inc.	05/30/2023	Management	1	Yes	Elect Director Diane S. Casey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	2	Yes	Elect Director Daniela Castagnino	For	For	For	For	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	3	Yes	Elect Director Robert L. Frome	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	4	Yes	Elect Director Laura Grant	For	For	For	For	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Healthcare Services Group, Inc.	05/30/2023	Management	5	Yes	Elect Director John J. McFadden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	6	Yes	Elect Director Dino D. Ottaviano	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	7	Yes	Elect Director Kurt Simmons, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	8	Yes	Elect Director Jude Visconto	For	For	For	For	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	9	Yes	Elect Director Theodore Wahl	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Theodore (Ted) Wahl, Diane Casey, Robert Frome, John McFadden and Dino Ottaviano are warranted for lack of a majority independent board. WITHHOLD votes for Diane Casey, John McFadden and Dino Ottaviano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Services Group, Inc.	05/30/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Healthcare Services Group, Inc.	05/30/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Healthcare Services Group, Inc.	05/30/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Healthcare Services Group, Inc.	05/30/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HealthEquity, Inc.	06/22/2023	Management	1	Yes	Elect Director Robert Selander	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	2	Yes	Elect Director Jon Kessler	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	3	Yes	Elect Director Stephen Neeleman	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	4	Yes	Elect Director Paul Black	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	5	Yes	Elect Director Frank Corvino	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	6	Yes	Elect Director Adrian Dillon	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	7	Yes	Elect Director Evelyn Dilsaver	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	8	Yes	Elect Director Debra McCowan	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	9	Yes	Elect Director Rajesh Natarajan	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	10	Yes	Elect Director Stuart Parker	For	For	For	For	Votes FOR all directors are warranted.

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HealthEquity, Inc.	06/22/2023	Management	11	Yes	Elect Director Gayle Wellborn	For	For	For	For	Votes FOR all directors are warranted.
HealthEquity, Inc.	06/22/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HealthEquity, Inc.	06/22/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
HealthEquity, Inc.	06/22/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HealthStream, Inc.	05/25/2023	Management	1	Yes	Elect Director Jeffrey L. McLaren	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) McLaren and Linda Rebrovick are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Jeffrey (Jeff) McLaren and Linda Rebrovick are further warranted for lack of racial/ethnic diversity on the board.
HealthStream, Inc.	05/25/2023	Management	2	Yes	Elect Director Linda Eskind Rebrovick	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey (Jeff) McLaren and Linda Rebrovick are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Jeffrey (Jeff) McLaren and Linda Rebrovick are further warranted for lack of racial/ethnic diversity on the board.
HealthStream, Inc.	05/25/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HealthStream, Inc.	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Heartland Express, Inc.	05/11/2023	Management	1	Yes	Elect Director Michael J. Gerdin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Brenda Neville are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/11/2023	Management	2	Yes	Elect Director Larry J. Gordon	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Brenda Neville are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/11/2023	Management	3	Yes	Elect Director Benjamin J. Allen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Brenda Neville are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heartland Express, Inc.	05/11/2023	Management	4	Yes	Elect Director Brenda S. Neville	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Brenda Neville are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/11/2023	Management	5	Yes	Elect Director James G. Pratt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Brenda Neville are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/11/2023	Management	6	Yes	Elect Director Michael J. Sullivan	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Brenda Neville are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/11/2023	Management	7	Yes	Elect Director David P. Millis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Gerdin, Benjamin Allen, David Millis and James Pratt are warranted for lack of a majority independent board. WITHHOLD votes for Benjamin Allen and James Pratt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Brenda Neville are warranted for an apparent lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Heartland Express, Inc.	05/11/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Heartland Express, Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Heartland Express, Inc.	05/11/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heartland Financial USA, Inc.	06/14/2023	Management	1	Yes	Elect Director Robert B. Engel	For	For	For	For	WITHHOLD votes for Thomas Flynn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	06/14/2023	Management	2	Yes	Elect Director Thomas L. Flynn	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Flynn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	06/14/2023	Management	3	Yes	Elect Director Jennifer K. Hopkins	For	For	For	For	WITHHOLD votes for Thomas Flynn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heartland Financial USA, Inc.	06/14/2023	Management	4	Yes	Elect Director Bruce K. Lee	For	For	For	For	WITHHOLD votes for Thomas Flynn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heartland Financial USA, Inc.	06/14/2023	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Heartland Financial USA, Inc.	06/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Heartland Financial USA, Inc.	06/14/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heartland Financial USA, Inc.	06/14/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heidrick & Struggles International, Inc.	05/25/2023	Management	1	Yes	Elect Director Elizabeth L. Axelrod	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/25/2023	Management	2	Yes	Elect Director Mary E. G. Bear (Meg)	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/25/2023	Management	3	Yes	Elect Director Lyle Logan	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/25/2023	Management	4	Yes	Elect Director T. Willem Mesdag	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/25/2023	Management	5	Yes	Elect Director Krishnan Rajagopalan	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/25/2023	Management	6	Yes	Elect Director Stacey Rauch	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/25/2023	Management	7	Yes	Elect Director Adam Warby	For	For	For	For	A vote FOR all director nominees is warranted.
Heidrick & Struggles International, Inc.	05/25/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Heidrick & Struggles International, Inc.	05/25/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heidrick & Struggles International, Inc.	05/25/2023	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Heidrick & Struggles International, Inc.	05/25/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Helios Technologies, Inc.	06/01/2023	Management	1	Yes	Elect Director Laura Dempsey Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Helios Technologies, Inc.	06/01/2023	Management	2	Yes	Elect Director Cariappa Chenanda	For	For	For	For	A vote FOR all director nominees is warranted.
Helios Technologies, Inc.	06/01/2023	Management	3	Yes	Elect Director Alexander Schuetz	For	For	For	For	A vote FOR all director nominees is warranted.
Helios Technologies, Inc.	06/01/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Helios Technologies, Inc.	06/01/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Helios Technologies, Inc.	06/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company made a lump-sum payment to an NEO in lieu of the vesting of 2024 time-based and performance-based shares upon the NEO's resignation, which does not appear to be involuntary. This is considered a problematic pay practice.
Helios Technologies, Inc.	06/01/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Helix Energy Solutions Group, Inc.	05/17/2023	Management	1	Yes	Elect Director Paula Harris	For	For	For	For	WITHHOLD votes for William Transier are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Helix Energy Solutions Group, Inc.	05/17/2023	Management	2	Yes	Elect Director Amy H. Nelson	For	For	For	For	WITHHOLD votes for William Transier are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Helix Energy Solutions Group, Inc.	05/17/2023	Management	3	Yes	Elect Director William L. Transier	For	For	Withhold	Withhold	WITHHOLD votes for William Transier are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Helix Energy Solutions Group, Inc.	05/17/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Helix Energy Solutions Group, Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Helix Energy Solutions Group, Inc.	05/17/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Helmerich & Payne, Inc.	02/28/2023	Management	1	Yes	Elect Director Delaney M. Bellinger	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	2	Yes	Elect Director Belgacem Chariag	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	3	Yes	Elect Director Kevin G. Cramton	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	4	Yes	Elect Director Randy A. Foutch	For	For	Against	Against	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	5	Yes	Elect Director Hans Helmerich	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	6	Yes	Elect Director John W. Lindsay	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	7	Yes	Elect Director Jose R. Mas	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	8	Yes	Elect Director Thomas A. Petrie	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	9	Yes	Elect Director Donald F. Robillard, Jr.	For	For	For	For	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	10	Yes	Elect Director John D. Zeglis	For	For	Against	Against	Votes AGAINST Randy Foutch and John Zeglis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Helmerich & Payne, Inc.	02/28/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Helmerich & Payne, Inc.	02/28/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Helmerich & Payne, Inc.	02/28/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Herc Holdings Inc.	05/11/2023	Management	1	Yes	Elect Director Patrick D. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/11/2023	Management	2	Yes	Elect Director Lawrence H. Silber	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/11/2023	Management	3	Yes	Elect Director James H. Browning	For	For	For	For	A vote FOR all director nominees is warranted.

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Herc Holdings Inc.	05/11/2023	Management	4	Yes	Elect Director Shari L. Burgess	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/11/2023	Management	5	Yes	Elect Director Jean K. Holley	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/11/2023	Management	6	Yes	Elect Director Michael A. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/11/2023	Management	7	Yes	Elect Director Rakesh Sachdev	For	For	For	For	A vote FOR all director nominees is warranted.
Herc Holdings Inc.	05/11/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Herc Holdings Inc.	05/11/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Herc Holdings Inc.	05/11/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage Commerce Corp.	05/25/2023	Management	1	Yes	Elect Director Julianne M. Biagini-Komas	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	2	Yes	Elect Director Bruce H. Cabral	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	3	Yes	Elect Director Jack W. Conner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	4	Yes	Elect Director Jason DiNapoli	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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Heritage Commerce Corp.	05/25/2023	Management	5	Yes	Elect Director Stephen G. Heitel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	6	Yes	Elect Director Kamran F. Husain	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	7	Yes	Elect Director Robertson Clay Jones	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	8	Yes	Elect Director Laura Roden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	9	Yes	Elect Director Marina H. Park Sutton	For	For	For	For	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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Heritage Commerce Corp.	05/25/2023	Management	10	Yes	Elect Director Ranson W. Webster	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Conner, Robertson (Clay) Jones, Stephen Heitel, Laura Roden and Ranson Webster are warranted for lack of a majority independent board. WITHHOLD votes for Laura Roden and Ranson Webster are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Ranson Webster for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Heritage Commerce Corp.	05/25/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Heritage Commerce Corp.	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company's change-in-control agreements with certain executives contain excise tax gross-ups. * Equity awards arrangements provide for automatic accelerated vesting upon change-in-control. * The company does not condition vesting of long-term awards on achievement of performance goals.
Heritage Commerce Corp.	05/25/2023	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage Financial Corporation	05/03/2023	Management	1	Yes	Elect Director Eric K. Chan	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	2	Yes	Elect Director Brian S. Charneski	For	For	Against	Against	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	3	Yes	Elect Director Jeffrey J. Deuel	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	4	Yes	Elect Director Trevor D. Dryer	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	5	Yes	Elect Director Kimberly T. Ellwanger	For	For	Against	Against	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	6	Yes	Elect Director Deborah J. Gavin	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	7	Yes	Elect Director Gail B. Giacobbe	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	8	Yes	Elect Director Jeffrey S. Lyon	For	For	Against	Against	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Heritage Financial Corporation	05/03/2023	Management	9	Yes	Elect Director Frederick B. Rivera	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	10	Yes	Elect Director Brian L. Vance	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	11	Yes	Elect Director Ann Watson	For	For	For	For	Votes AGAINST Brian Charneski, Kimberly Ellwanger, and Jeffrey (Jeff) Lyon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Heritage Financial Corporation	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Heritage Financial Corporation	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heritage Financial Corporation	05/03/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Heritage Financial Corporation	05/03/2023	Management	15	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	1	Yes	Elect Director Ernie Garateix	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	2	Yes	Elect Director Richard Widdicombe	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	3	Yes	Elect Director Panagiotis (Pete) Apostolou	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	4	Yes	Elect Director Irini Barlas	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	5	Yes	Elect Director Mark Berset	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	6	Yes	Elect Director Nicholas Pappas	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	7	Yes	Elect Director Joseph Vattamattam	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	8	Yes	Elect Director Vijay Walvekar	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	9	Yes	Elect Director Paul L. Whiting	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	10	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Heritage Insurance Holdings, Inc.	06/07/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Heritage-Crystal Clean, Inc.	06/13/2023	Management	1	Yes	Elect Director Bruce Bruckmann	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Bruckmann and Robert Willmschen Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Bruckmann and Robert Willmschen Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Bruce Bruckmann and Robert Willmschen Jr. are warranted (i) given the board's failure to acknowledge and adequately respond to director Charles Schalliol's lack of majority support last year; and (ii) for demonstrating poor responsiveness to low say-on-pay support for four consecutive years, including last year's failed say-on-pay vote. WITHHOLD votes for Robert Willmschen Jr., as nominating committee member, are further warranted for lack of racial and ethnic diversity on the board.

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Heritage-Crystal Clean, Inc.	06/13/2023	Management	2	Yes	Elect Director Robert W. Willmschen, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Bruckmann and Robert Willmschen Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Bruckmann and Robert Willmschen Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Bruce Bruckmann and Robert Willmschen Jr. are warranted (i) given the board's failure to acknowledge and adequately respond to director Charles Schalliol's lack of majority support last year; and (ii) for demonstrating poor responsiveness to low say-on-pay support for four consecutive years, including last year's failed say-on-pay vote. WITHHOLD votes for Robert Willmschen Jr., as nominating committee member, are further warranted for lack of racial and ethnic diversity on the board.
Heritage-Crystal Clean, Inc.	06/13/2023	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Heritage-Crystal Clean, Inc.	06/13/2023	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in authorized shares is reasonable and there are no substantial concerns about the company's past use of shares.
Heritage-Crystal Clean, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, concerns are raised with regards to the excise tax gross-up provisions embedded in legacy agreements with certain executives, the lack of any performance-contingent pay elements for the CEO's equity awards, and the company's lack of risk mitigating provisions.
Heritage-Crystal Clean, Inc.	06/13/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Heritage-Crystal Clean, Inc.	06/13/2023	Management	7	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Heska Corporation	05/03/2023	Management	1	Yes	Elect Director Robert L. Antin	For	For	For	For	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heska Corporation	05/03/2023	Management	2	Yes	Elect Director Stephen L. Davis	For	For	For	For	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heska Corporation	05/03/2023	Management	3	Yes	Elect Director Mark F. Furlong	For	For	For	For	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heska Corporation	05/03/2023	Management	4	Yes	Elect Director Joachim A. Hasenmaier	For	For	For	For	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heska Corporation	05/03/2023	Management	5	Yes	Elect Director Scott W. Humphrey	For	For	For	For	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Heska Corporation	05/03/2023	Management	6	Yes	Elect Director Sharon J. Maples	For	For	Withhold	Withhold	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heska Corporation	05/03/2023	Management	7	Yes	Elect Director David E. Sveen	For	For	For	For	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heska Corporation	05/03/2023	Management	8	Yes	Elect Director Kevin S. Wilson	For	For	For	For	WITHHOLD votes for Sharon Maples (Sharon J. Larson) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Heska Corporation	05/03/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Heska Corporation	05/03/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Heska Corporation	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. The CEO's pay significantly decreased following last year's large multi-year grant and the CEO will not receive awards until 2025. Some concerns are raised with respect to annual performance measurement and the apparent performance retesting feature for performance-based equity awards. However, the company intends to grant future performance awards with a three-year performance period. In addition, cash incentives were earned below target in line with performance, with the CEO waiving his bonus entirely.
Heska Corporation	06/07/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Concerns regarding the board's decision to forgo an auction process appear to be mitigated, as HSKA has received no additional offers since the announcement of the merger. In addition, the offer represents a premium to the unaffected price, the cash consideration provides certainty of value, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date.
Heska Corporation	06/07/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. However, unvested equity awards will be automatically accelerated upon the closing of the merger and cashed out, including recently granted shares. Further, certain performance shares will be deemed earned at maximum performance level.
Heska Corporation	06/07/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this transaction is warranted, as the underlying transaction (Item 1) merits support.
Hillenbrand, Inc.	02/24/2023	Management	1	Yes	Elect Director Daniel C. Hillenbrand	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Hillenbrand, Inc.	02/24/2023	Management	2	Yes	Elect Director Neil S. Novich	For	For	Withhold	Withhold	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Hillenbrand, Inc.	02/24/2023	Management	3	Yes	Elect Director Kimberly K. Ryan	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.

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Hillenbrand, Inc.	02/24/2023	Management	4	Yes	Elect Director Inderpreet Sawhney	For	For	For	For	WITHHOLD votes for Neil Novich are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Hillenbrand, Inc.	02/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hillenbrand, Inc.	02/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hillenbrand, Inc.	02/24/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hilton Grand Vacations Inc.	05/03/2023	Management	1	Yes	Elect Director Mark D. Wang	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	2	Yes	Elect Director Leonard A. Potter	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	3	Yes	Elect Director Brenda J. Bacon	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	4	Yes	Elect Director David W. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	5	Yes	Elect Director Mark H. Lazarus	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	6	Yes	Elect Director Pamela H. Patsley	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	7	Yes	Elect Director David Sambur	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	8	Yes	Elect Director Alex van Hoek	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	9	Yes	Elect Director Paul W. Whetsell	For	For	For	For	A vote FOR all director nominees is warranted.
Hilton Grand Vacations Inc.	05/03/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Hilton Grand Vacations Inc.	05/03/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hilton Grand Vacations Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Hilton Grand Vacations Inc.	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hingham Institution for Savings	04/27/2023	Management	1	Yes	Elect Director Brian T. Kenner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr., and Jacqueline Youngworth votes are warranted, in the absence of a formal governance committee, for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. While shareholders failed to approve a charter amendment that would allow shareholders to amend the bylaws, due to low vote turnout, the company did not resubmit the proposal, despite receiving high level of support.

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Hingham Institution for Savings	04/27/2023	Management	2	Yes	Elect Director Stacey M. Page	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr., and Jacqueline Youngworth votes are warranted, in the absence of a formal governance committee, for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. While shareholders failed to approve a charter amendment that would allow shareholders to amend the bylaws, due to low vote turnout, the company did not resubmit the proposal, despite receiving high level of support.
Hingham Institution for Savings	04/27/2023	Management	3	Yes	Elect Director Geoffrey C. Wilkinson, Sr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr., and Jacqueline Youngworth votes are warranted, in the absence of a formal governance committee, for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. While shareholders failed to approve a charter amendment that would allow shareholders to amend the bylaws, due to low vote turnout, the company did not resubmit the proposal, despite receiving high level of support.
Hingham Institution for Savings	04/27/2023	Management	4	Yes	Elect Director Robert H. Gaughen, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr., and Jacqueline Youngworth votes are warranted, in the absence of a formal governance committee, for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. While shareholders failed to approve a charter amendment that would allow shareholders to amend the bylaws, due to low vote turnout, the company did not resubmit the proposal, despite receiving high level of support.

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Hingham Institution for Savings	04/27/2023	Management	5	Yes	Elect Director Patrick R. Gaughen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are warranted for lack of a majority independent board. WITHHOLD votes for Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr. and Jacqueline Youngworth are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Robert Gaughen Jr., Patrick Gaughen, Brian Kenner, Stacey Page, Geoffrey Wilkinson Sr., and Jacqueline Youngworth votes are warranted, in the absence of a formal governance committee, for a material governance failure. The company's governing documents restrict shareholders' ability to amend the company bylaws. While shareholders failed to approve a charter amendment that would allow shareholders to amend the bylaws, due to low vote turnout, the company did not resubmit the proposal, despite receiving high level of support.
Hingham Institution for Savings	04/27/2023	Management	6	Yes	Elect Company Clerk Jacqueline M. Youngworth	For	For	For	For	A vote FOR this item is warranted given that it is administrative in nature.
Hingham Institution for Savings	04/27/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * Equity awards contain a provision for single-trigger vesting upon a change in control event; * The company maintains employment agreements with executives that contain excessive severance provisions; and * The company lacks all of the following risk-mitigating features: a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Hingham Institution for Savings	04/27/2023	Management	8	Yes	Ratify Wolf & Company, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HMN Financial Inc.	04/25/2023	Management	1	Yes	Elect Director Pamela K. Bishop	For	For	For	For	A vote FOR all director nominees is warranted.
HMN Financial Inc.	04/25/2023	Management	2	Yes	Elect Director Sequoya S. Borgman	For	For	For	For	A vote FOR all director nominees is warranted.
HMN Financial Inc.	04/25/2023	Management	3	Yes	Elect Director David R. Oeth	For	For	For	For	A vote FOR all director nominees is warranted.
HMN Financial Inc.	04/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The CEO's long-term equity awards lack performance vesting conditions; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
HMN Financial Inc.	04/25/2023	Management	5	Yes	Ratify Baker Tilly US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
HNI Corporation	05/17/2023	Management	1	Yes	Elect Director Miguel M. Calado	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Cheryl Francis and Miguel Calado are warranted for lack of a majority independent board. WITHHOLD votes for Cheryl Francis and Miguel Calado are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HNI Corporation	05/17/2023	Management	2	Yes	Elect Director Cheryl A. Francis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Cheryl Francis and Miguel Calado are warranted for lack of a majority independent board. WITHHOLD votes for Cheryl Francis and Miguel Calado are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HNI Corporation	05/17/2023	Management	3	Yes	Elect Director John R. Hartnett	For	For	For	For	WITHHOLD votes for non-independent nominees Cheryl Francis and Miguel Calado are warranted for lack of a majority independent board. WITHHOLD votes for Cheryl Francis and Miguel Calado are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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HNI Corporation	05/17/2023	Management	4	Yes	Elect Director Dhanusha Sivajee	For	For	For	For	WITHHOLD votes for non-independent nominees Cheryl Francis and Miguel Calado are warranted for lack of a majority independent board. WITHHOLD votes for Cheryl Francis and Miguel Calado are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HNI Corporation	05/17/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HNI Corporation	05/17/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
HNI Corporation	05/17/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Home Bancorp, Inc.	05/12/2023	Management	1	Yes	Elect Director Paul J. Blanchet, III	For	For	Withhold	Withhold	WITHHOLD votes for Paul Blanchet III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Home Bancorp, Inc.	05/12/2023	Management	2	Yes	Elect Director Daniel G. Guidry	For	For	For	For	WITHHOLD votes for Paul Blanchet III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Home Bancorp, Inc.	05/12/2023	Management	3	Yes	Elect Director Chris P. Rader	For	For	For	For	WITHHOLD votes for Paul Blanchet III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Home Bancorp, Inc.	05/12/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Home Bancorp, Inc.	05/12/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Home Bancorp, Inc.	05/12/2023	Management	6	Yes	Ratify Wipfli LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Home Bancorp, Inc.	05/12/2023	Management	7	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
HomeStreet, Inc.	05/25/2023	Management	1	Yes	Elect Director Scott M. Boggs	For	For	Against	Against	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/25/2023	Management	2	Yes	Elect Director Sandra A. Cavanaugh	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/25/2023	Management	3	Yes	Elect Director Jeffrey D. Green	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/25/2023	Management	4	Yes	Elect Director Joanne R. Harrell	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/25/2023	Management	5	Yes	Elect Director Mark K. Mason	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/25/2023	Management	6	Yes	Elect Director James R. Mitchell, Jr.	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HomeStreet, Inc.	05/25/2023	Management	7	Yes	Elect Director Nancy D. Pellegrino	For	For	For	For	Votes AGAINST Scott Boggs are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HomeStreet, Inc.	05/25/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
HomeStreet, Inc.	05/25/2023	Management	9	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Homology Medicines, Inc.	06/14/2023	Management	1	Yes	Elect Director Steven Gillis	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Steven Gillis given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Albert Seymour is warranted.
Homology Medicines, Inc.	06/14/2023	Management	2	Yes	Elect Director Albert Seymour	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Steven Gillis given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Albert Seymour is warranted.
Homology Medicines, Inc.	06/14/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Hooker Furnishings Corporation	06/06/2023	Management	1	Yes	Elect Director W. Christopher Beeler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/06/2023	Management	2	Yes	Elect Director Maria C. Duey	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/06/2023	Management	3	Yes	Elect Director Paulette Garafalo	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/06/2023	Management	4	Yes	Elect Director Christopher L. Henson	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/06/2023	Management	5	Yes	Elect Director Jeremy R. Hoff	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/06/2023	Management	6	Yes	Elect Director Tonya H. Jackson	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/06/2023	Management	7	Yes	Elect Director Ellen C. Taaffe	For	For	For	For	WITHHOLD votes for W. Christopher Beeler Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hooker Furnishings Corporation	06/06/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hooker Furnishings Corporation	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hooker Furnishings Corporation	06/06/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hope Bancorp, Inc.	05/18/2023	Management	1	Yes	Elect Director Kevin S. Kim	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	2	Yes	Elect Director Scott Yoon-Suk Whang	For	For	Withhold	Withhold	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	3	Yes	Elect Director Steven S. Koh	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	4	Yes	Elect Director Donald D. Byun	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	5	Yes	Elect Director Jinho Doo	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	6	Yes	Elect Director Daisy Y. Ha	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	7	Yes	Elect Director Joon Kyung Kim	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Hope Bancorp, Inc.	05/18/2023	Management	8	Yes	Elect Director William J. Lewis	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	9	Yes	Elect Director David P. Malone	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	10	Yes	Elect Director Lisa K. Pai	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	11	Yes	Elect Director Mary E. Thigpen	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	12	Yes	Elect Director Dale S. Zuehls	For	For	For	For	WITHHOLD votes for Yoon-Suk (Scott) Whang are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Yoon-Suk (Scott) Whang are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Hope Bancorp, Inc.	05/18/2023	Management	13	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hope Bancorp, Inc.	05/18/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the CEO's annual incentive was primarily determined by pre-set financial metrics, the disclosure around the strategic component is limited. Additionally, multiple performance targets were set below the previous year's actual results. This concern is compounded given that a portion of PSUs utilize one-year performance periods and an overlapping metric with the annual incentive program. Moreover, while the bonus pool for the other NEOs is funded based on financial metrics, final payouts are ultimately determined by the committee's discretion. Furthermore, although half of equity awards are performance conditioned, relative performance metrics target merely median performance.
Horace Mann Educators Corporation	05/24/2023	Management	1	Yes	Elect Director Thomas A. Bradley	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	2	Yes	Elect Director Victor P. Fetter	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	3	Yes	Elect Director Perry G. Hines	For	For	For	For	A vote FOR all director nominees is warranted.

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Horace Mann Educators Corporation	05/24/2023	Management	4	Yes	Elect Director Mark E. Konen	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	5	Yes	Elect Director Beverley J. McClure	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	6	Yes	Elect Director H. Wade Reece	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	7	Yes	Elect Director Aaliyah A. Samuel	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	8	Yes	Elect Director Elaine A. Sarsynski	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	9	Yes	Elect Director Marita Zuraitis	For	For	For	For	A vote FOR all director nominees is warranted.
Horace Mann Educators Corporation	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Horace Mann Educators Corporation	05/24/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Horace Mann Educators Corporation	05/24/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Horizon Bancorp, Inc.	05/04/2023	Management	1	Yes	Elect Director James B. Dworkin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Dworkin and Steven (Steve) Reed are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Horizon Bancorp, Inc.	05/04/2023	Management	2	Yes	Elect Director Michele M. Magnuson	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Dworkin and Steven (Steve) Reed are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Horizon Bancorp, Inc.	05/04/2023	Management	3	Yes	Elect Director Steven W. Reed	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Dworkin and Steven (Steve) Reed are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Horizon Bancorp, Inc.	05/04/2023	Management	4	Yes	Elect Director Vanessa P. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Dworkin and Steven (Steve) Reed are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Horizon Bancorp, Inc.	05/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Horizon Bancorp, Inc.	05/04/2023	Management	6	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hovnanian Enterprises, Inc.	03/28/2023	Management	1	Yes	Elect Director Ara K. Hovnanian	For	For	Against	Against	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.

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Hovnanian Enterprises, Inc.	03/28/2023	Management	2	Yes	Elect Director Robert B. Coutts	For	For	Against	Against	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/28/2023	Management	3	Yes	Elect Director Miriam Hernandez-Kakol	For	For	For	For	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/28/2023	Management	4	Yes	Elect Director Edward A. Kangas	For	Against	Against	Against	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/28/2023	Management	5	Yes	Elect Director Joseph A. Marengi	For	Against	Against	Against	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/28/2023	Management	6	Yes	Elect Director Vincent Pagano, Jr.	For	Against	Against	Against	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.

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Hovnanian Enterprises, Inc.	03/28/2023	Management	7	Yes	Elect Director Robin Stone Sellers	For	Against	Against	Against	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/28/2023	Management	8	Yes	Elect Director J. Larry Sorsby	For	For	Against	Against	A vote AGAINST Governance Committee members Edward Kangas, Joseph Marengi, Vincent Pagano Jr., and Robin (Bonnie) Sellers is warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST non-independent nominees Ara Hovnanian, Edward Kangas, Robert Coutts, Joseph Marengi and J. Larry Sorsby are warranted for lack of a majority independent board. Votes AGAINST Edward Kangas, Robert Coutts and Joseph Marengi are also warranted for serving as non-independent members of a key board committee. A vote FOR Miriam Hernandez-Kakol is warranted.
Hovnanian Enterprises, Inc.	03/28/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hovnanian Enterprises, Inc.	03/28/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns exist with respect to the structure of the CEO's annual bonus opportunity and the use of relatively short performance periods for a portion of the long-term incentive awards, annual and long-term incentive programs are entirely performance-based, and the increase in the CEO's total pay for FY22 was largely driven by maximum-level annual and long-term incentive payouts, in line with actual performance. Given these factors, the quantitative misalignment between pay and performance is mitigated for the year in review.
Hovnanian Enterprises, Inc.	03/28/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hub Group, Inc.	05/25/2023	Management	1	Yes	Elect Director David P. Yeager	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	2	Yes	Elect Director Phillip D. Yeager	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.

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Hub Group, Inc.	05/25/2023	Management	3	Yes	Elect Director Peter B. McNitt	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	4	Yes	Elect Director Mary H. Boosalis	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	5	Yes	Elect Director Lisa Dykstra	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	6	Yes	Elect Director Michael E. Flannery	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	7	Yes	Elect Director James C. Kenny	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hub Group, Inc.	05/25/2023	Management	8	Yes	Elect Director Jenell R. Ross	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	9	Yes	Elect Director Martin P. Slark	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	10	Yes	Elect Director Gary Yablon	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Slark are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for all incumbent governance committee nominees Peter McNitt, Mary Boosalis, Michael Flannery, James Kenny, Jenell Ross, Martin Slark, Lisa Dykstra, and Gary Yablon for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are also warranted for David Yeager and Phillip (Phil) Yeager as their ownership of the supervoting shares provides them with voting power control of the company.
Hub Group, Inc.	05/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO. In addition, concerns are also raised with respect to the single-trigger equity vesting acceleration.
Hub Group, Inc.	05/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hub Group, Inc.	05/25/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hub Group, Inc.	05/25/2023	Management	14	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and the board which will decide on the company's response to any shareholder litigation has a poor track record on corporate governance.
Hudson Technologies, Inc.	06/07/2023	Management	1	Yes	Elect Director Vincent P. Abbatecola	For	For	Withhold	Withhold	WITHHOLD votes for Brian Coleman and Vincent Abbatecola are warranted for serving as non-independent members of a key board committee. A vote FOR Nicole Bulgarino is warranted.
Hudson Technologies, Inc.	06/07/2023	Management	2	Yes	Elect Director Nicole Bulgarino	For	For	For	For	WITHHOLD votes for Brian Coleman and Vincent Abbatecola are warranted for serving as non-independent members of a key board committee. A vote FOR Nicole Bulgarino is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Hudson Technologies, Inc.	06/07/2023	Management	3	Yes	Elect Director Brian F. Coleman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brian Coleman and Vincent Abbatecola are warranted for serving as non-independent members of a key board committee. A vote FOR Nicole Bulgarino is warranted.
Hudson Technologies, Inc.	06/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company maintains an employment agreement with the CEO that provides for modified single-trigger change-in-control cash severance. * Equity award arrangements allow automatic accelerated vesting upon a change-in-control. * Equity awards to the CEO in the most recent fiscal year lack performance vesting conditions. * The company provides a large life insurance-related perquisite to the CEO. * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Hudson Technologies, Inc.	06/07/2023	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntsman Corporation	04/21/2023	Management	1	Yes	Elect Director Peter R. Huntsman	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	2	Yes	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	3	Yes	Elect Director Mary C. Beckerle	For	For	Against	Against	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	4	Yes	Elect Director Sonia Dula	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	5	Yes	Elect Director Curtis E. Espeland	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	6	Yes	Elect Director Daniele Ferrari	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	7	Yes	Elect Director Jeanne McGovern	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	8	Yes	Elect Director Jose Antonio Munoz Barcelo	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	9	Yes	Elect Director David B. Sewell	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	10	Yes	Elect Director Jan E. Tighe	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Huntsman Corporation	04/21/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Huntsman Corporation	04/21/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Huntsman Corporation	04/21/2023	Management	14	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Huntsman Corporation	04/21/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Hurco Companies, Inc.	03/09/2023	Management	1	Yes	Elect Director Thomas A. Aaro	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/09/2023	Management	2	Yes	Elect Director Michael Doar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/09/2023	Management	3	Yes	Elect Director Cynthia Dubin	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.

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Hurco Companies, Inc.	03/09/2023	Management	4	Yes	Elect Director Timothy J. Gardner	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/09/2023	Management	5	Yes	Elect Director Jay C. Longbottom	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/09/2023	Management	6	Yes	Elect Director Richard Porter	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/09/2023	Management	7	Yes	Elect Director Janaki Sivanesan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.

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Hurco Companies, Inc.	03/09/2023	Management	8	Yes	Elect Director Gregory S. Volovic	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Doar, Gregory (Greg) Volovic, Richard Porter and Janaki (Janu) Sivanesan are warranted for lack of a majority independent board. WITHHOLD votes for Richard Porter and Janaki (Janu) Sivanesan are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for governance committee members Richard Porter, Thomas (Tom) Aaro, and Jay Longbottom for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Hurco Companies, Inc.	03/09/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Hurco Companies, Inc.	03/09/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hurco Companies, Inc.	03/09/2023	Management	11	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Huron Consulting Group Inc.	05/15/2023	Management	1	Yes	Elect Director James H. Roth	For	For	For	For	WITHHOLD votes for Harry (Gene) Lockhart are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Huron Consulting Group Inc.	05/15/2023	Management	2	Yes	Elect Director C. Mark Hussey	For	For	For	For	WITHHOLD votes for Harry (Gene) Lockhart are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Huron Consulting Group Inc.	05/15/2023	Management	3	Yes	Elect Director H. Eugene Lockhart	For	For	Withhold	Withhold	WITHHOLD votes for Harry (Gene) Lockhart are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Huron Consulting Group Inc.	05/15/2023	Management	4	Yes	Elect Director Joy T. Brown	For	For	For	For	WITHHOLD votes for Harry (Gene) Lockhart are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
Huron Consulting Group Inc.	05/15/2023	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Huron Consulting Group Inc.	05/15/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive.
Huron Consulting Group Inc.	05/15/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Huron Consulting Group Inc.	05/15/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Huron Consulting Group Inc.	05/15/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	1	Yes	Elect Director Colleen R. Batcheler	For	For	For	For	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	2	Yes	Elect Director James B. Bemowski	For	For	For	For	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	3	Yes	Elect Director J.C. Butler, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	4	Yes	Elect Director Carolyn Corvi	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	5	Yes	Elect Director Edward T. Eliopoulos	For	For	For	For	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	6	Yes	Elect Director John P. Jumper	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	7	Yes	Elect Director Dennis W. LaBarre	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	8	Yes	Elect Director Rajiv K. Prasad	For	For	For	For	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	9	Yes	Elect Director H. Vincent Poor	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	10	Yes	Elect Director Alfred M. Rankin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	11	Yes	Elect Director Claiborne R. Rankin	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	12	Yes	Elect Director Britton T. Taplin	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	13	Yes	Elect Director David B.H. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Butler Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Governance Committee nominees Carolyn Corvi, John Jumper, Dennis LaBarre, and H. Vincent Poor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Alfred Rankin Jr., John Butler Jr., Claiborne (Clay) Rankin, Britton Taplin, and David Williams are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	15	Yes	Amend Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
i3 Verticals, Inc.	02/24/2023	Management	1	Yes	Elect Director Gregory Daily	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	2	Yes	Elect Director Clay Whitson	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	3	Yes	Elect Director Elizabeth Seigenthaler Courtney	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	4	Yes	Elect Director John Harrison	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	5	Yes	Elect Director Burton Harvey	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	6	Yes	Elect Director Timothy McKenna	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	7	Yes	Elect Director David Morgan	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	8	Yes	Elect Director David Wilds	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	9	Yes	Elect Director Decosta Jenkins	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Elizabeth Courtney and Timothy McKenna are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.
i3 Verticals, Inc.	02/24/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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IAA, Inc.	03/14/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders who believe the worst-case scenario for IAA is not much below the present share price and prefer the potential rewards of cost control, market share gains, and closing the valuation gap to IAA's closest competitor, would be justified in voting against the merger. However, the merger consideration offers a premium, the deal values IAA at a premium to its unaffected EBITDA multiple, and there does not appear to be an actionable, preferable, strategic alternative, such that cautionary support FOR the merger is warranted.
IAA, Inc.	03/14/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, equity awards will only vest upon a qualifying termination of employment.
IAA, Inc.	03/14/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants cautionary support.
IBEX Limited	03/21/2023	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this resolution is warranted in the absence of any known issues concerning the company's audited accounts and financial statements.
IBEX Limited	03/21/2023	Management	2	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR these proposals is warranted.
IBEX Limited	03/21/2023	Management	3	Yes	Authorize Board to Fix Remuneration of the Auditors	For	For	For	For	A vote FOR these proposals is warranted.
IBEX Limited	03/21/2023	Management	4	Yes	Fix Number of Directors at Eight	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
IBEX Limited	03/21/2023	Management	5	Yes	Authorize Board to Fill Vacancies	For	For	For	For	A vote FOR these resolutions is warranted as they do not appear to be contentious.
IBEX Limited	03/21/2023	Management	6	Yes	Authorize Board to Appoint Alternate Directors	For	For	For	For	A vote FOR these resolutions is warranted as they do not appear to be contentious.
IBEX Limited	03/21/2023	Management	7	Yes	Elect Director Mohammed Khaishgi	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mohammadullah Khan (Mohammed) Khaishgi and Shuja Keen are warranted for serving as non-independent members of a key board committee. A vote FOR John Leone is warranted.
IBEX Limited	03/21/2023	Management	8	Yes	Elect Director Shuja Keen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mohammadullah Khan (Mohammed) Khaishgi and Shuja Keen are warranted for serving as non-independent members of a key board committee. A vote FOR John Leone is warranted.
IBEX Limited	03/21/2023	Management	9	Yes	Elect Director John Leone	For	For	For	For	WITHHOLD votes for Mohammadullah Khan (Mohammed) Khaishgi and Shuja Keen are warranted for serving as non-independent members of a key board committee. A vote FOR John Leone is warranted.
IBEX Limited	03/21/2023	Management	10	Yes	Approve Remuneration of Directors	For	For	For	For	A vote FOR this proposal is warranted in the absence of any known concerns over director remuneration at the company.
IBEX Limited	03/21/2023	Management	11	Yes	Authorize Board to Ratify and Execute Approved Resolutions	For	For	For	For	A vote FOR this routine formality is warranted.
iCAD, Inc.	06/13/2023	Management	1	Yes	Elect Director Michael Klein	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2023	Management	2	Yes	Elect Director Rakesh Patel	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2023	Management	3	Yes	Elect Director Andy Sassine	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2023	Management	4	Yes	Elect Director Susan Wood	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2023	Management	5	Yes	Elect Director Dana Brown	For	For	For	For	A vote FOR the director nominees is warranted.
iCAD, Inc.	06/13/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
iCAD, Inc.	06/13/2023	Management	7	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ICF International, Inc.	06/01/2023	Management	1	Yes	Elect Director Marilyn Crouther	For	For	For	For	A vote FOR all director nominees is warranted.
ICF International, Inc.	06/01/2023	Management	2	Yes	Elect Director Michael J. Van Handel	For	For	For	For	A vote FOR all director nominees is warranted.
ICF International, Inc.	06/01/2023	Management	3	Yes	Elect Director Michelle A. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
ICF International, Inc.	06/01/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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ICF International, Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ICF International, Inc.	06/01/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ICF International, Inc.	06/01/2023	Management	7	Yes	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
ICF International, Inc.	06/01/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years
IDACORP, Inc.	05/18/2023	Management	1	Yes	Elect Director Odette C. Bolano	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	2	Yes	Elect Director Richard J. Dahl	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	3	Yes	Elect Director Annette G. Elg	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	4	Yes	Elect Director Lisa A. Grow	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	5	Yes	Elect Director Ronald W. Jibson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	6	Yes	Elect Director Judith A. Johansen	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	7	Yes	Elect Director Dennis L. Johnson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	8	Yes	Elect Director Nate R. Jorgensen	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	9	Yes	Elect Director Jeff C. Kinneeveauk	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	10	Yes	Elect Director Susan D. Morris	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	11	Yes	Elect Director Richard J. Navarro	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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IDACORP, Inc.	05/18/2023	Management	12	Yes	Elect Director Mark T. Peters	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.
IDACORP, Inc.	05/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
IDACORP, Inc.	05/18/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEAYA Biosciences, Inc.	06/07/2023	Management	1	Yes	Elect Director Yujiro S. Hata	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member M. Garret Hampton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
IDEAYA Biosciences, Inc.	06/07/2023	Management	2	Yes	Elect Director M. Garret Hampton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member M. Garret Hampton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
IDEAYA Biosciences, Inc.	06/07/2023	Management	3	Yes	Elect Director Catherine J. Mackey	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member M. Garret Hampton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
IDEAYA Biosciences, Inc.	06/07/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Identiv, Inc.	06/08/2023	Management	1	Yes	Elect Director Steven Humphreys	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Steven Humphreys for the lack of racial/ethnic diversity on the board.
Identiv, Inc.	06/08/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Identiv, Inc.	06/08/2023	Management	3	Yes	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IES Holdings, Inc.	02/23/2023	Management	1	Yes	Elect Director Jennifer A. Baldock	For	For	For	For	Votes FOR all director nominees are warranted.
IES Holdings, Inc.	02/23/2023	Management	2	Yes	Elect Director Todd M. Cleveland	For	Withhold	For	For	Votes FOR all director nominees are warranted.
IES Holdings, Inc.	02/23/2023	Management	3	Yes	Elect Director David B. Gendell	For	For	For	For	Votes FOR all director nominees are warranted.
IES Holdings, Inc.	02/23/2023	Management	4	Yes	Elect Director Jeffrey L. Gendell	For	For	For	For	Votes FOR all director nominees are warranted.
IES Holdings, Inc.	02/23/2023	Management	5	Yes	Elect Director Joe D. Koshkin	For	For	For	For	Votes FOR all director nominees are warranted.
IES Holdings, Inc.	02/23/2023	Management	6	Yes	Elect Director Elizabeth D. Leykum	For	For	For	For	Votes FOR all director nominees are warranted.
IES Holdings, Inc.	02/23/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IES Holdings, Inc.	02/23/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
IES Holdings, Inc.	02/23/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
iHeartMedia, Inc.	05/18/2023	Management	1	Yes	Elect Director Robert W. Pittman	For	For	For	For	A vote FOR all director nominees is warranted.
iHeartMedia, Inc.	05/18/2023	Management	2	Yes	Elect Director James A. Rasulo	For	For	For	For	A vote FOR all director nominees is warranted.
iHeartMedia, Inc.	05/18/2023	Management	3	Yes	Elect Director Richard J. Bressler	For	For	For	For	A vote FOR all director nominees is warranted.

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iHeartMedia, Inc.	05/18/2023	Management	4	Yes	Elect Director Samuel E. Englehardt	For	For	For	For	A vote FOR all director nominees is warranted.
iHeartMedia, Inc.	05/18/2023	Management	5	Yes	Elect Director Brad Gerstner	For	For	For	For	A vote FOR all director nominees is warranted.
iHeartMedia, Inc.	05/18/2023	Management	6	Yes	Elect Director Cheryl Mills	For	For	For	For	A vote FOR all director nominees is warranted.
iHeartMedia, Inc.	05/18/2023	Management	7	Yes	Elect Director Graciela Monteagudo	For	For	For	For	A vote FOR all director nominees is warranted.
iHeartMedia, Inc.	05/18/2023	Management	8	Yes	Elect Director Kamakshi Sivaramakrishnan	For	For	For	For	A vote FOR all director nominees is warranted.
iHeartMedia, Inc.	05/18/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
iHeartMedia, Inc.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and automobile related perquisites to the CEO.
iHeartMedia, Inc.	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
iHeartMedia, Inc.	05/18/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.88 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards
IMAX Corporation	06/08/2023	Management	1	Yes	Elect Director Gail Berman	For	For	For	For	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	2	Yes	Elect Director Eric A. Demirian	For	For	Against	Against	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	3	Yes	Elect Director Kevin Douglas	For	For	Against	Against	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	4	Yes	Elect Director Richard L. Gelfond	For	For	For	For	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	5	Yes	Elect Director David W. Leebron	For	For	Against	Against	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.

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IMAX Corporation	06/08/2023	Management	6	Yes	Elect Director Michael MacMillan	For	For	For	For	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	7	Yes	Elect Director Steve R. Pamon	For	For	Against	Against	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	8	Yes	Elect Director Dana Settle	For	For	Against	Against	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	9	Yes	Elect Director Darren Throop	For	For	Against	Against	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	10	Yes	Elect Director Jennifer Wong	For	For	For	For	Votes AGAINST Eric Demirian and David Leebron are warranted for serving as non-independent members of a key board committee. Votes AGAINST Compensation Committee members Darren Throop, Kevin Douglas, Steve Pamon, and Dana Settle are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
IMAX Corporation	06/08/2023	Management	11	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Withhold	Withhold	A WITHHOLD vote for this item is warranted as the auditor's tenure at the company exceeds seven years.
IMAX Corporation	06/08/2023	Management	12	Yes	Advisory Vote on Executive Compensation Approach	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company on balance made positive changes to the pay program following a failed say-on-pay vote result. Further, concerns regarding a pay-for-performance misalignment were mitigated, as the short-term program is largely based on pre-set financial metrics, while the LTI program is half in performance equity and utilizes a multi-year performance period. However, the CEO entered into an amended employment agreement in FY22 which included single-trigger transition payments upon a change in control. This is considered a problematic pay practice, as the provision was not removed when the agreement was amended and the company maintains agreements that contain a single trigger change in control provision.
IMAX Corporation	06/08/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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IMAX Corporation	06/08/2023	Management	14	Yes	Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted, as the proposed procedural and disclosure requirements for shareholder nominees' information are considered reasonable and consistent with the newly adopted SEC universal proxy rules.
IMAX Corporation	06/08/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Immersion Corporation	03/30/2023	Management	1	Yes	Elect Director Eric Singer	For	For	For	For	A vote FOR the director nominees is warranted.
Immersion Corporation	03/30/2023	Management	2	Yes	Elect Director William C. Martin	For	For	For	For	A vote FOR the director nominees is warranted.
Immersion Corporation	03/30/2023	Management	3	Yes	Elect Director Emily S. Hoffman	For	For	For	For	A vote FOR the director nominees is warranted.
Immersion Corporation	03/30/2023	Management	4	Yes	Elect Director Elias Nader	For	For	For	For	A vote FOR the director nominees is warranted.
Immersion Corporation	03/30/2023	Management	5	Yes	Elect Director Frederick Wasch	For	For	For	For	A vote FOR the director nominees is warranted.
Immersion Corporation	03/30/2023	Management	6	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Immersion Corporation	03/30/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Immersion Corporation	03/30/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Immersion Corporation	03/30/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.81 percent is excessive; * The plan allows for company loans to officers for the exercise of awards; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Independence Contract Drilling, Inc.	06/15/2023	Management	1	Yes	Elect Director James G. Minmier	For	For	For	For	A vote FOR all director nominees is warranted.
Independence Contract Drilling, Inc.	06/15/2023	Management	2	Yes	Elect Director J. Anthony Gallegos, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Independence Contract Drilling, Inc.	06/15/2023	Management	3	Yes	Elect Director Robert J. Barrett, IV	For	For	For	For	A vote FOR all director nominees is warranted.
Independence Contract Drilling, Inc.	06/15/2023	Management	4	Yes	Elect Director Brian D. Berman	For	For	For	For	A vote FOR all director nominees is warranted.
Independence Contract Drilling, Inc.	06/15/2023	Management	5	Yes	Elect Director Vincent J. Cebula	For	For	For	For	A vote FOR all director nominees is warranted.
Independence Contract Drilling, Inc.	06/15/2023	Management	6	Yes	Elect Director Christopher M. Gleysteen	For	For	For	For	A vote FOR all director nominees is warranted.
Independence Contract Drilling, Inc.	06/15/2023	Management	7	Yes	Elect Director Stacy D. Nieuwoudt	For	For	For	For	A vote FOR all director nominees is warranted.
Independence Contract Drilling, Inc.	06/15/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives appear sufficiently performance-based, the CEO received a relatively large FY22 equity award in majority time-vesting equity, contributing to the pay for performance misalignment for the year in review.
Independence Contract Drilling, Inc.	06/15/2023	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Independent Bank Corp.	05/18/2023	Management	1	Yes	Elect Director James O'Shanna Morton	For	For	For	For	Votes AGAINST non-independent nominee Daniel O'Brien are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Corp.	05/18/2023	Management	2	Yes	Elect Director Daniel F. O'Brien	For	For	Against	Against	Votes AGAINST non-independent nominee Daniel O'Brien are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Corp.	05/18/2023	Management	3	Yes	Elect Director Scott K. Smith	For	For	For	For	Votes AGAINST non-independent nominee Daniel O'Brien are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Corp.	05/18/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Independent Bank Corp.	05/18/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Independent Bank Corp.	05/18/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements with certain executives that contain a modified single trigger change in control provision.
Independent Bank Corp.	05/18/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Independent Bank Corporation	04/25/2023	Management	1	Yes	Elect Director Terance L. Beia	For	For	For	For	Votes AGAINST Stephen Gulis Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Corporation	04/25/2023	Management	2	Yes	Elect Director Stephen L. Gulis, Jr.	For	For	Against	Against	Votes AGAINST Stephen Gulis Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Corporation	04/25/2023	Management	3	Yes	Elect Director William B. Kessel	For	For	For	For	Votes AGAINST Stephen Gulis Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Independent Bank Corporation	04/25/2023	Management	4	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Independent Bank Corporation	04/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Independent Bank Group, Inc.	05/18/2023	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Independent Bank Group, Inc.	05/18/2023	Management	2	Yes	Elect Director Daniel W. Brooks	For	For	For	For	A vote FOR all director nominees is warranted.
Independent Bank Group, Inc.	05/18/2023	Management	3	Yes	Elect Director Janet P. Froetscher	For	For	For	For	A vote FOR all director nominees is warranted.
Independent Bank Group, Inc.	05/18/2023	Management	4	Yes	Elect Director Craig E. Holmes	For	For	For	For	A vote FOR all director nominees is warranted.
Independent Bank Group, Inc.	05/18/2023	Management	5	Yes	Elect Director G. Stacy Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Independent Bank Group, Inc.	05/18/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Independent Bank Group, Inc.	05/18/2023	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Informatica Inc.	06/13/2023	Management	1	Yes	Elect Director Janice Chaffin	For	For	For	For	WITHHOLD votes for non-independent nominees Gerald (Jerry) Held, Ryan Lanpher and Austin Locke are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Ryan Lanpher are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Janice Chaffin is warranted.
Informatica Inc.	06/13/2023	Management	2	Yes	Elect Director Gerald Held	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Held, Ryan Lanpher and Austin Locke are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Ryan Lanpher are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Janice Chaffin is warranted.
Informatica Inc.	06/13/2023	Management	3	Yes	Elect Director Ryan Lanpher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Held, Ryan Lanpher and Austin Locke are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Ryan Lanpher are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Janice Chaffin is warranted.

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Informatica Inc.	06/13/2023	Management	4	Yes	Elect Director Austin Locke	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald (Jerry) Held, Ryan Lanpher and Austin Locke are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent governance committee member Ryan Lanpher are further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR Janice Chaffin is warranted.
Informatica Inc.	06/13/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Informatica Inc.	06/13/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were sufficiently performance-based. Although long-term incentives were targeted to be half performance-based, PSUs utilize only a single annual performance period with one metric which completely overlaps a metric in the annual incentives. Moreover, the committee made several decisions regarding equity awards which significantly increased the magnitude of CEO Walia's pay and contributed to the misalignment between pay and performance, including the granting of a half time-based special award in February 2022, the accelerated granting of the time-based portion of FY23 awards, and the modification of outstanding performance options to allow for vesting without achievement of the corresponding performance goals.
Information Services Group, Inc.	04/27/2023	Management	1	Yes	Elect Director Neil G. Budnick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald Hobbs and Neil Budnick are warranted for lack of a majority independent board. WITHHOLD votes for Gerald Hobbs and Neil Budnick are also warranted for serving as non-independent members of a key board committee.
Information Services Group, Inc.	04/27/2023	Management	2	Yes	Elect Director Gerald S. Hobbs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerald Hobbs and Neil Budnick are warranted for lack of a majority independent board. WITHHOLD votes for Gerald Hobbs and Neil Budnick are also warranted for serving as non-independent members of a key board committee.
Information Services Group, Inc.	04/27/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Information Services Group, Inc.	04/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Information Services Group, Inc.	04/27/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
InfuSystem Holdings, Inc.	05/16/2023	Management	1	Yes	Elect Director Ralph F. Boyd	For	For	For	For	A vote FOR the director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2023	Management	2	Yes	Elect Director Richard A. Dilorio	For	For	For	For	A vote FOR the director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2023	Management	3	Yes	Elect Director Paul A. Gendron	For	For	For	For	A vote FOR the director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2023	Management	4	Yes	Elect Director Carrie A. Lachance	For	For	For	For	A vote FOR the director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2023	Management	5	Yes	Elect Director Gregg O. Lehman	For	For	For	For	A vote FOR the director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2023	Management	6	Yes	Elect Director R. Rimmy Malhotra	For	For	For	For	A vote FOR the director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2023	Management	7	Yes	Elect Director Scott A. Shuda	For	For	For	For	A vote FOR the director nominees is warranted.
InfuSystem Holdings, Inc.	05/16/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
InfuSystem Holdings, Inc.	05/16/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.40 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.

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InfuSystem Holdings, Inc.	05/16/2023	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
InfuSystem Holdings, Inc.	05/16/2023	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingevity Corporation	04/27/2023	Management	1	Yes	Elect Director Jean S. Blackwell	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	2	Yes	Elect Director Luis Fernandez-Moreno	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	3	Yes	Elect Director John C. Fortson	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	4	Yes	Elect Director Diane H. Gulyas	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	5	Yes	Elect Director Bruce D. Hoechner	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	6	Yes	Elect Director Frederick J. Lynch	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	7	Yes	Elect Director Karen G. Narwold	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	8	Yes	Elect Director Daniel F. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	9	Yes	Elect Director William J. Slocum	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	10	Yes	Elect Director Benjamin G. (Shon) Wright	For	For	For	For	A vote FOR all director nominees is warranted.
Ingevity Corporation	04/27/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified this time.
Ingevity Corporation	04/27/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ingevity Corporation	04/27/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingevity Corporation	04/27/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Ingles Markets, Incorporated	02/14/2023	Management	1	Yes	Elect Director Ernest E. Ferguson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ernest Ferguson and John Lowden are warranted for the apparent lack of racial/ethnic diversity on the board and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee member Ernest Ferguson are also warranted for failing to include auditor ratification on the proxy ballot.
Ingles Markets, Incorporated	02/14/2023	Management	2	Yes	Elect Director John R. Lowden	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ernest Ferguson and John Lowden are warranted for the apparent lack of racial/ethnic diversity on the board and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for incumbent Audit Committee member Ernest Ferguson are also warranted for failing to include auditor ratification on the proxy ballot.
Ingles Markets, Incorporated	02/14/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ingles Markets, Incorporated	02/14/2023	Shareholder	4	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.
Ingredion Incorporated	05/19/2023	Management	1	Yes	Elect Director David B. Fischer	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Ingredion Incorporated	05/19/2023	Management	2	Yes	Elect Director Paul Hanrahan	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	3	Yes	Elect Director Rhonda L. Jordan	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	4	Yes	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	5	Yes	Elect Director Charles V. Magro	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	6	Yes	Elect Director Victoria J. Reich	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	7	Yes	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	8	Yes	Elect Director Stephan B. Tanda	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Ingredion Incorporated	05/19/2023	Management	9	Yes	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	10	Yes	Elect Director Patricia Verduin	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	11	Yes	Elect Director Dwayne A. Wilson	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	12	Yes	Elect Director James P. Zallie	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Ingredion Incorporated	05/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ingredion Incorporated	05/19/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingredion Incorporated	05/19/2023	Management	16	Yes	Amend Bylaws to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Ingredion Incorporated	05/19/2023	Management	17	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Innodata Inc.	06/08/2023	Management	1	Yes	Elect Director Jack S. Abuhoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Innodata Inc.	06/08/2023	Management	2	Yes	Elect Director Louise C. Forlenza	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
Innodata Inc.	06/08/2023	Management	3	Yes	Elect Director Stewart R. Massey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
Innodata Inc.	06/08/2023	Management	4	Yes	Elect Director Nauman (Nick) Toor	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Abuhoff, Louise Forlenza and Stewart Massey are warranted for lack of a majority independent board. WITHHOLD votes for Louise Forlenza and Stewart Massey are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for director nominees Nauman (Nick) Toor, Jack Abuhoff, Louise Forlenza, and Stewart Massey are warranted, in the absence of a governance committee, for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws.
Innodata Inc.	06/08/2023	Management	5	Yes	Ratify BDO India LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Innodata Inc.	06/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The committee awarded the CEO significantly larger option grants than in prior years, without a compelling rationale. Further, equity awards are entirely in stock options and do not require the achievement of pre-set performance criteria in order to vest; * The company provides for single-trigger equity vesting acceleration upon a change-in-control event; * The company has not adopted risk-mitigating features that may benefit shareholders; and * Equity awards to the CEO lack any performance-contingent pay elements.
Innodata Inc.	06/08/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Innospec Inc.	05/04/2023	Management	1	Yes	Elect Director Claudia P. Poccia	For	For	For	For	A vote FOR all director nominees is warranted.
Innospec Inc.	05/04/2023	Management	2	Yes	Elect Director Elizabeth K. Arnold	For	For	For	For	A vote FOR all director nominees is warranted.
Innospec Inc.	05/04/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Innospec Inc.	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern was identified a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Innospec Inc.	05/04/2023	Management	5	Yes	Ratify PwC as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Innoviva, Inc.	05/22/2023	Management	1	Yes	Elect Director Deborah L. Bix	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	05/22/2023	Management	2	Yes	Elect Director Mark A. DiPaolo	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	05/22/2023	Management	3	Yes	Elect Director Jules Haimovitz	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	05/22/2023	Management	4	Yes	Elect Director Odysseas D. Kostas	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	05/22/2023	Management	5	Yes	Elect Director Sarah J. Schlesinger	For	For	For	For	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	05/22/2023	Management	6	Yes	Elect Director Sapna Srivastava	For	Against	Against	Against	Votes AGAINST Sapna Srivastava are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Innoviva, Inc.	05/22/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Innoviva, Inc.	05/22/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Innoviva, Inc.	05/22/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Innoviva, Inc.	05/22/2023	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Inogen, Inc.	05/31/2023	Management	1	Yes	Elect Director Glenn Boehnlein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominee Glenn Boehnlein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights, and because of the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominee is warranted.
Inogen, Inc.	05/31/2023	Management	2	Yes	Elect Director Thomas A. West	For	For	For	For	WITHHOLD votes are warranted for director nominee Glenn Boehnlein given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights, and because of the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominee is warranted.
Inogen, Inc.	05/31/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Inogen, Inc.	05/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The PRSUs utilize annual performance periods, and the PRSU revenue metric and revenue target for the 2022 performance period overlap with the short-term incentives. However, half of the annual equity is performance based, and the annual incentives were based on objective financial metrics. Additionally, the 2022 tranches of the PRSUs granted in 2021 and 2022 were earned below threshold and target level, respectively, in line with company performance. Nevertheless, close monitoring of the pay program is warranted.
Inogen, Inc.	05/31/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Inogen, Inc.	05/31/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to participants for the exercise of stock options.
Insight Enterprises, Inc.	05/17/2023	Management	1	Yes	Elect Director Joyce A. Mullen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	2	Yes	Elect Director Timothy A. Crown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	3	Yes	Elect Director Richard E. Allen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	4	Yes	Elect Director Bruce W. Armstrong	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	5	Yes	Elect Director Alexander L. Baum	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Insight Enterprises, Inc.	05/17/2023	Management	6	Yes	Elect Director Linda M. Breard	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	7	Yes	Elect Director Catherine Courage	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	8	Yes	Elect Director Anthony A. Ibarguen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	9	Yes	Elect Director Kathleen S. Pushor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	10	Yes	Elect Director Girish Rishi	For	For	For	For	WITHHOLD votes for non-independent nominees Timothy Crown, Joyce Mullen, Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are warranted for lack of a majority independent board. WITHHOLD votes for Anthony (Tony) Ibarguen, Richard (Rick) Allen, and Kathleen Pushor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Insight Enterprises, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Insight Enterprises, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Insight Enterprises, Inc.	05/17/2023	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Insight Enterprises, Inc.	05/17/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Insperty, Inc.	05/22/2023	Management	1	Yes	Elect Director Timothy T. Clifford	For	For	For	For	A vote FOR all director nominees is warranted.
Insperty, Inc.	05/22/2023	Management	2	Yes	Elect Director Ellen H. Masterson	For	For	For	For	A vote FOR all director nominees is warranted.
Insperty, Inc.	05/22/2023	Management	3	Yes	Elect Director Latha Ramchand	For	For	For	For	A vote FOR all director nominees is warranted.
Insperty, Inc.	05/22/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Insperty, Inc.	05/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Insperty, Inc.	05/22/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Insperty, Inc.	05/22/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Inspired Entertainment, Inc.	05/09/2023	Management	1	Yes	Elect Director A. Lorne Weil	For	For	For	For	WITHHOLD votes for audit committee members Michael Chambrello, Ira Raphaelson, and John Vandemore are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/09/2023	Management	2	Yes	Elect Director Michael R. Chambrello	For	Withhold	Withhold	Withhold	WITHHOLD votes for audit committee members Michael Chambrello, Ira Raphaelson, and John Vandemore are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/09/2023	Management	3	Yes	Elect Director Ira H. Raphaelson	For	Withhold	Withhold	Withhold	WITHHOLD votes for audit committee members Michael Chambrello, Ira Raphaelson, and John Vandemore are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/09/2023	Management	4	Yes	Elect Director Desiree G. Rogers	For	For	For	For	WITHHOLD votes for audit committee members Michael Chambrello, Ira Raphaelson, and John Vandemore are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/09/2023	Management	5	Yes	Elect Director Steven M. Saferin	For	For	For	For	WITHHOLD votes for audit committee members Michael Chambrello, Ira Raphaelson, and John Vandemore are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/09/2023	Management	6	Yes	Elect Director Katja Tautscher	For	For	For	For	WITHHOLD votes for audit committee members Michael Chambrello, Ira Raphaelson, and John Vandemore are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/09/2023	Management	7	Yes	Elect Director John M. Vandemore	For	Withhold	Withhold	Withhold	WITHHOLD votes for audit committee members Michael Chambrello, Ira Raphaelson, and John Vandemore are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Inspired Entertainment, Inc.	05/09/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive life insurance perquisite to the CEO.
Inspired Entertainment, Inc.	05/09/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.92 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Inspired Entertainment, Inc.	05/09/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Integer Holdings Corporation	05/24/2023	Management	1	Yes	Elect Director Sheila Antrum	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Integer Holdings Corporation	05/24/2023	Management	2	Yes	Elect Director Pamela G. Bailey	For	For	Withhold	Withhold	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	3	Yes	Elect Director Cheryl C. Capps	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	4	Yes	Elect Director Joseph W. Dziedzic	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	5	Yes	Elect Director James F. Hinrichs	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	6	Yes	Elect Director Jean Hobby	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	7	Yes	Elect Director Tyrone Jeffers	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	8	Yes	Elect Director M. Craig Maxwell	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	9	Yes	Elect Director Filippo Passerini	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	10	Yes	Elect Director Donald J. Spence	For	For	For	For	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	11	Yes	Elect Director William B. Summers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Pamela Bailey and William Summers Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integer Holdings Corporation	05/24/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integer Holdings Corporation	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Integer Holdings Corporation	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	1	Yes	Elect Director Jan De Witte	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Integra LifeSciences Holdings Corporation	05/12/2023	Management	2	Yes	Elect Director Keith Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	3	Yes	Elect Director Shaundra D. Clay	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	4	Yes	Elect Director Stuart M. Essig	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	5	Yes	Elect Director Barbara B. Hill	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	6	Yes	Elect Director Renee W. Lo	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	7	Yes	Elect Director Raymond G. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	8	Yes	Elect Director Christian S. Schade	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Intellia Therapeutics, Inc.	06/14/2023	Management	1	Yes	Elect Director Muna Bhanji	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Muna Bhanji, John Crowley, and Jesse Goodman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Intellia Therapeutics, Inc.	06/14/2023	Management	2	Yes	Elect Director John F. Crowley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Muna Bhanji, John Crowley, and Jesse Goodman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Intellia Therapeutics, Inc.	06/14/2023	Management	3	Yes	Elect Director Jesse Goodman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Muna Bhanji, John Crowley, and Jesse Goodman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Intellia Therapeutics, Inc.	06/14/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intellia Therapeutics, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Intellia Therapeutics, Inc.	06/14/2023	Management	6	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in authorized common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Intellicheck, Inc.	05/10/2023	Management	1	Yes	Elect Director Guy L. Smith	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	2	Yes	Elect Director Dondi Black	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	3	Yes	Elect Director Gregory B. Braca	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	4	Yes	Elect Director Jack A. Davis	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	5	Yes	Elect Director William P. Georges	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	6	Yes	Elect Director Dylan Glenn	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	7	Yes	Elect Director David E. Ullman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	8	Yes	Elect Director Bryan Lewis	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Intellicheck, Inc.	05/10/2023	Management	9	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Intellicheck, Inc.	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Intellicheck, Inc.	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Interface, Inc.	05/15/2023	Management	1	Yes	Elect Director John P. Burke	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	2	Yes	Elect Director Dwight Gibson	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Interface, Inc.	05/15/2023	Management	3	Yes	Elect Director Daniel T. Hendrix	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	4	Yes	Elect Director Laurel M. Hurd	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	5	Yes	Elect Director Christopher G. Kennedy	For	For	Withhold	Withhold	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	6	Yes	Elect Director Joseph Keough	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	7	Yes	Elect Director Catherine M. Kilbane	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	8	Yes	Elect Director K. David Kohler	For	For	Withhold	Withhold	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	9	Yes	Elect Director Robert T. O'Brien	For	For	For	For	WITHHOLD votes for Christopher Kennedy and K. David Kohler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Interface, Inc.	05/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Interface, Inc.	05/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Interface, Inc.	05/15/2023	Management	12	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Bancshares Corporation	05/15/2023	Management	1	Yes	Elect Director Javier de Anda	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/15/2023	Management	2	Yes	Elect Director Douglas B. Howland	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/15/2023	Management	3	Yes	Elect Director Rudolph M. Miles	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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International Bancshares Corporation	05/15/2023	Management	4	Yes	Elect Director Dennis E. Nixon	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/15/2023	Management	5	Yes	Elect Director Larry A. Norton	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/15/2023	Management	6	Yes	Elect Director Roberto R. Resendez	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/15/2023	Management	7	Yes	Elect Director Antonio R. Sanchez, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/15/2023	Management	8	Yes	Elect Director Diana G. Zuniga	For	For	For	For	Votes AGAINST non-independent nominees Dennis Nixon, Douglas Howland, Larry Norton, and Antonio Sanchez Jr. are warranted for lack of a majority independent board. Votes AGAINST Douglas Howland and Larry Norton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
International Bancshares Corporation	05/15/2023	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Bancshares Corporation	05/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
International Money Express, Inc.	06/23/2023	Management	1	Yes	Elect Director Debra Bradford	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee John Rincon are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Debra Bradford are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board which adversely impacts shareholder rights.
International Money Express, Inc.	06/23/2023	Management	2	Yes	Elect Director John Rincon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee John Rincon are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Debra Bradford are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board which adversely impacts shareholder rights.
International Money Express, Inc.	06/23/2023	Management	3	Yes	Ratify BDO USA, LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
International Money Express, Inc.	06/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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International Money Express, Inc.	06/23/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
International Seaways, Inc.	06/06/2023	Management	1	Yes	Elect Director Douglas D. Wheat	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	2	Yes	Elect Director Timothy J. Bernlohr	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	3	Yes	Elect Director Ian T. Blackley	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	4	Yes	Elect Director Alexandra K. Blankenship	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	5	Yes	Elect Director Randee E. Day	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	6	Yes	Elect Director David I. Greenberg	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	7	Yes	Elect Director Joseph I. Kronsberg	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	8	Yes	Elect Director Nadim Z. Qureshi	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	9	Yes	Elect Director Craig H. Stevenson, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	10	Yes	Elect Director Lois K. Zabrocky	For	For	For	For	A vote FOR the director nominees is warranted.
International Seaways, Inc.	06/06/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
International Seaways, Inc.	06/06/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
International Seaways, Inc.	06/06/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
International Seaways, Inc.	06/06/2023	Management	14	Yes	Ratify Shareholder Rights Plan (Poison Pill)	For	For	For	For	A vote FOR this proposal is warranted, as the pill contains certain shareholder-friendly features such as a 20 percent trigger and a qualifying offer clause, and it was adopted in response to the sudden accumulation of shares by an entity linked to a competitor, which continues to hold a sizeable stake in the company.
inTEST Corporation	06/21/2023	Management	1	Yes	Elect Director Steven J. Abrams	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Steven Abrams for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/21/2023	Management	2	Yes	Elect Director Jeffrey A. Beck	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Steven Abrams for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/21/2023	Management	3	Yes	Elect Director Joseph W. Dews, IV	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Steven Abrams for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/21/2023	Management	4	Yes	Elect Director Richard N. Grant, Jr.	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Steven Abrams for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/21/2023	Management	5	Yes	Elect Director Gerald J. Maginnis	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Steven Abrams for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
inTEST Corporation	06/21/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.19 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
inTEST Corporation	06/21/2023	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
inTEST Corporation	06/21/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Intevac, Inc.	05/17/2023	Management	1	Yes	Elect Director David S. Dury	For	For	Against	Against	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/17/2023	Management	2	Yes	Elect Director Nigel D. Hunton	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/17/2023	Management	3	Yes	Elect Director Kevin D. Barber	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/17/2023	Management	4	Yes	Elect Director Dorothy D. Hayes	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/17/2023	Management	5	Yes	Elect Director Michele F. Klein	For	For	For	For	Votes AGAINST David Dury are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intevac, Inc.	05/17/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Intevac, Inc.	05/17/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.47 percent is excessive. * The plan allows for company loans to officers for the exercise of stock options. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Intevac, Inc.	05/17/2023	Management	8	Yes	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intevac, Inc.	05/17/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the pay-for-performance misalignment has not been mitigated. While a majority of the new CEO's equity awards are performance-based, they awards are considered outsized. Awards of this magnitude are expected to have significantly more rigorous performance goals and a more specific rationale regarding the size. In addition, the annual incentive program was based entirely on individual performance given that the cash incentive plan was suspended.
Intevac, Inc.	05/17/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Intrepid Potash, Inc.	05/19/2023	Management	1	Yes	Elect Director Robert P. Jornayvaz, III	For	For	Against	Against	Votes AGAINST non-independent nominee Robert Jornayvaz III are warranted for lack of a majority independent board. A vote AGAINST Nominating Committee member William Zisch is warranted for lack of racial/ethnic diversity on the board.
Intrepid Potash, Inc.	05/19/2023	Management	2	Yes	Elect Director William M. Zisch	For	Against	Against	Against	Votes AGAINST non-independent nominee Robert Jornayvaz III are warranted for lack of a majority independent board. A vote AGAINST Nominating Committee member William Zisch is warranted for lack of racial/ethnic diversity on the board.
Intrepid Potash, Inc.	05/19/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intrepid Potash, Inc.	05/19/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Intrepid Potash, Inc.	05/19/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Investar Holding Corporation	05/17/2023	Management	1	Yes	Elect Director James H. Boyce, III	For	For	Withhold	Withhold	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	2	Yes	Elect Director John J. D'Angelo	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	3	Yes	Elect Director William H. Hidalgo, Sr.	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	4	Yes	Elect Director Rose J. Hudson	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	5	Yes	Elect Director Gordon H. Joffrion, III	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	6	Yes	Elect Director Robert Chris Jordan	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	7	Yes	Elect Director David J. Lukinovich	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	8	Yes	Elect Director Suzanne O. Middleton	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	9	Yes	Elect Director Andrew C. Nelson	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	10	Yes	Elect Director Frank L. Walker	For	For	For	For	WITHHOLD votes for James Boyce III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Investar Holding Corporation	05/17/2023	Management	11	Yes	Ratify Horne LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Investar Holding Corporation	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as pay-for-performance misalignment has been identified. Although the annual incentives are based on pre-set objective measures, there is limited disclosure surrounding the annual incentive program as the specific goals were not disclosed. In addition, the equity awards were entirely time-vesting.
Investors Title Company	05/17/2023	Management	1	Yes	Elect Director Tammy F. Coley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Hutson II and W. Morris Fine are warranted for lack of a majority independent board. WITHHOLD votes for Richard Hutson II are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Richard Hutson II, Tammy Coley, and W. Morris Fine for maintaining a long-term poison pill that has not been ratified by shareholder. A vote FOR James E. Scott is warranted.

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Investors Title Company	05/17/2023	Management	2	Yes	Elect Director W. Morris Fine	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Hutson II and W. Morris Fine are warranted for lack of a majority independent board. WITHHOLD votes for Richard Hutson II are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Richard Hutson II, Tammy Coley, and W. Morris Fine for maintaining a long-term poison pill that has not been ratified by shareholder. A vote FOR James E. Scott is warranted.
Investors Title Company	05/17/2023	Management	3	Yes	Elect Director Richard M. Hutson, II	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Richard Hutson II and W. Morris Fine are warranted for lack of a majority independent board. WITHHOLD votes for Richard Hutson II are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Richard Hutson II, Tammy Coley, and W. Morris Fine for maintaining a long-term poison pill that has not been ratified by shareholder. A vote FOR James E. Scott is warranted.
Investors Title Company	05/17/2023	Management	4	Yes	Elect Director James E. Scott	For	For	For	For	WITHHOLD votes for non-independent nominees Richard Hutson II and W. Morris Fine are warranted for lack of a majority independent board. WITHHOLD votes for Richard Hutson II are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Richard Hutson II, Tammy Coley, and W. Morris Fine for maintaining a long-term poison pill that has not been ratified by shareholder. A vote FOR James E. Scott is warranted.
Investors Title Company	05/17/2023	Management	5	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	1	Yes	Elect Director Iain D. Dukes	For	For	For	For	WITHHOLD votes are warranted for Merrill McPeak for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Merrill McPeak given the board's partial responsiveness to the lack of majority support for director Iain Dukes at the 2022 annual meeting WITHHOLD votes are further warranted for nominating committee chair Merrill McPeak for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	2	Yes	Elect Director Athena Countouriotis	For	For	For	For	WITHHOLD votes are warranted for Merrill McPeak for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Merrill McPeak given the board's partial responsiveness to the lack of majority support for director Iain Dukes at the 2022 annual meeting WITHHOLD votes are further warranted for nominating committee chair Merrill McPeak for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	3	Yes	Elect Director Wendy Yarno	For	For	For	For	WITHHOLD votes are warranted for Merrill McPeak for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Merrill McPeak given the board's partial responsiveness to the lack of majority support for director Iain Dukes at the 2022 annual meeting WITHHOLD votes are further warranted for nominating committee chair Merrill McPeak for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Iovance Biotherapeutics, Inc.	06/06/2023	Management	4	Yes	Elect Director Ryan Maynard	For	For	For	For	WITHHOLD votes are warranted for Merrill McPeak for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Merrill McPeak given the board's partial responsiveness to the lack of majority support for director Iain Dukes at the 2022 annual meeting WITHHOLD votes are further warranted for nominating committee chair Merrill McPeak for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	5	Yes	Elect Director Merrill A. McPeak	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Merrill McPeak for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Merrill McPeak given the board's partial responsiveness to the lack of majority support for director Iain Dukes at the 2022 annual meeting WITHHOLD votes are further warranted for nominating committee chair Merrill McPeak for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	6	Yes	Elect Director Wayne P. Rothbaum	For	For	For	For	WITHHOLD votes are warranted for Merrill McPeak for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Merrill McPeak given the board's partial responsiveness to the lack of majority support for director Iain Dukes at the 2022 annual meeting WITHHOLD votes are further warranted for nominating committee chair Merrill McPeak for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	7	Yes	Elect Director Michael Weiser	For	For	For	For	WITHHOLD votes are warranted for Merrill McPeak for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Merrill McPeak given the board's partial responsiveness to the lack of majority support for director Iain Dukes at the 2022 annual meeting WITHHOLD votes are further warranted for nominating committee chair Merrill McPeak for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Iovance Biotherapeutics, Inc.	06/06/2023	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable.
IPG Photonics Corporation	05/23/2023	Management	1	Yes	Elect Director Gregory Beecher	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	2	Yes	Elect Director Michael Child	For	For	Against	Against	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	3	Yes	Elect Director Jeanmarie Desmond	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
IPG Photonics Corporation	05/23/2023	Management	4	Yes	Elect Director Gregory Dougherty	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	5	Yes	Elect Director Eric Meurice	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	6	Yes	Elect Director Natalia Pavlova	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	7	Yes	Elect Director John Peeler	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	8	Yes	Elect Director Eugene Scherbakov	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	9	Yes	Elect Director Felix Stukalin	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	10	Yes	Elect Director Agnes Tang	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some disclosure concerns are noted under both incentive programs, annual incentives were primarily determined by pre-set objective metrics, and half of the long-term incentives are performance conditioned with multi-year performance periods. In addition, below-target payouts under both programs were generally aligned with financial and TSR underperformance for the period in review.
IPG Photonics Corporation	05/23/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
IPG Photonics Corporation	05/23/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
IPG Photonics Corporation	05/23/2023	Management	14	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
IPG Photonics Corporation	05/23/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IRadimed Corporation	06/15/2023	Management	1	Yes	Elect Director Roger Susi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for James (Jim) Hawkins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chairman Roger Susi for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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IRadimed Corporation	06/15/2023	Management	2	Yes	Elect Director Monty Allen	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for James (Jim) Hawkins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chairman Roger Susi for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRadimed Corporation	06/15/2023	Management	3	Yes	Elect Director Anthony Vuoto	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for James (Jim) Hawkins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chairman Roger Susi for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRadimed Corporation	06/15/2023	Management	4	Yes	Elect Director Hilda Scharen-Guivel	For	For	For	For	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for James (Jim) Hawkins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chairman Roger Susi for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRadimed Corporation	06/15/2023	Management	5	Yes	Elect Director James Hawkins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roger Susi and James (Jim) Hawkins are warranted for lack of a two-thirds majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for James (Jim) Hawkins are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chairman Roger Susi for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
IRadimed Corporation	06/15/2023	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IRadimed Corporation	06/15/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
IRadimed Corporation	06/15/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
IRadimed Corporation	06/15/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.84 percent is excessive; * The plan allows options to be priced at less than 100 percent of the fair market value; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
IRadimed Corporation	06/15/2023	Management	10	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Iridium Communications Inc.	05/04/2023	Management	1	Yes	Elect Director Robert H. Niehaus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	2	Yes	Elect Director Thomas C. Canfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	3	Yes	Elect Director Matthew J. Desch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	4	Yes	Elect Director Thomas J. Fitzpatrick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	5	Yes	Elect Director L. Anthony Frazier	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	6	Yes	Elect Director Jane L. Harman	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Iridium Communications Inc.	05/04/2023	Management	7	Yes	Elect Director Alvin B. Krongard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	8	Yes	Elect Director Suzanne E. McBride	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	9	Yes	Elect Director Eric T. Olson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	10	Yes	Elect Director Parker W. Rush	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	11	Yes	Elect Director Kay N. Sears	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	12	Yes	Elect Director Jacqueline E. Yeane	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Niehaus, Matthew Desch, Thomas Canfield, Thomas Fitzpatrick, Alvin Krongard, Suzanne (Suzi) McBride, Eric Olson, and Parker Rush are warranted for lack of a majority independent board. WITHHOLD votes for Robert Niehaus, Thomas Canfield, Alvin Krongard, Eric Olson, and Parker Rush are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iridium Communications Inc.	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Iridium Communications Inc.	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Iridium Communications Inc.	05/04/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Iridium Communications Inc.	05/04/2023	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
iRobot Corporation	05/26/2023	Management	1	Yes	Elect Director Karen M. Golz	For	For	For	For	Votes AGAINST governance committee Michelle Stacy are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
iRobot Corporation	05/26/2023	Management	2	Yes	Elect Director Andrew Miller	For	For	For	For	Votes AGAINST governance committee Michelle Stacy are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
iRobot Corporation	05/26/2023	Management	3	Yes	Elect Director Michelle Stacy	For	For	Against	Against	Votes AGAINST governance committee Michelle Stacy are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
iRobot Corporation	05/26/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
iRobot Corporation	05/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
iRobot Corporation	05/26/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	1	Yes	Elect Director Mark Currie	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	2	Yes	Elect Director Alexander Denner	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	3	Yes	Elect Director Andrew Dreyfus	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	4	Yes	Elect Director Jon Duane	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	5	Yes	Elect Director Marla Kessler	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	6	Yes	Elect Director Thomas McCourt	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	7	Yes	Elect Director Julie McHugh	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	8	Yes	Elect Director Catherine Moukheibir	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	9	Yes	Elect Director Jay Shepard	For	For	For	For	WITHHOLD votes for Mark Currie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
iTeos Therapeutics, Inc.	06/13/2023	Management	1	Yes	Elect Director Michel Detheux	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member David Hallal given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iTeos Therapeutics, Inc.	06/13/2023	Management	2	Yes	Elect Director David L. Hallal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member David Hallal given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iTeos Therapeutics, Inc.	06/13/2023	Management	3	Yes	Elect Director Tim Van Hauwermeiren	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member David Hallal given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iTeos Therapeutics, Inc.	06/13/2023	Management	4	Yes	Elect Director Robert Iannone	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member David Hallal given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
iTeos Therapeutics, Inc.	06/13/2023	Management	5	Yes	Ratify Deloitte Bedrijfsrevisoren / Reviseurs d'Entreprises BV/SRL as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Itron, Inc.	05/11/2023	Management	1	Yes	Elect Director Mary C. Hemmingsen	For	For	For	For	A vote FOR all director nominees is warranted.
Itron, Inc.	05/11/2023	Management	2	Yes	Elect Director Jerome J. Lande	For	For	For	For	A vote FOR all director nominees is warranted.
Itron, Inc.	05/11/2023	Management	3	Yes	Elect Director Frank M. Jaehnert	For	For	For	For	A vote FOR all director nominees is warranted.
Itron, Inc.	05/11/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Itron, Inc.	05/11/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Itron, Inc.	05/11/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Itron, Inc.	05/11/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
ITT Inc.	05/10/2023	Management	1	Yes	Elect Director Donald DeFosset, Jr.	For	For	Withhold	Withhold	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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ITT Inc.	05/10/2023	Management	2	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	3	Yes	Elect Director Richard P. Lavin	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	4	Yes	Elect Director Rebecca A. McDonald	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	5	Yes	Elect Director Timothy H. Powers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	6	Yes	Elect Director Luca Savi	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	7	Yes	Elect Director Cheryl L. Shavers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	8	Yes	Elect Director Sabrina Soussan	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ITT Inc.	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ITT Inc.	05/10/2023	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
ITT Inc.	05/10/2023	Shareholder	13	Yes	Amend Governing Documents Regarding Requirements to Call for a Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the holder of record requirement is common, not especially problematic, and consistent with SEC requirements.
IVERIC bio, Inc.	05/17/2023	Management	1	Yes	Elect Director Jane P. Henderson	For	For	For	For	A vote FOR all director nominees is warranted.
IVERIC bio, Inc.	05/17/2023	Management	2	Yes	Elect Director Pravin U. Dugel	For	For	For	For	A vote FOR all director nominees is warranted.
IVERIC bio, Inc.	05/17/2023	Management	3	Yes	Elect Director Glenn P. Sblendorio	For	For	For	For	A vote FOR all director nominees is warranted.
IVERIC bio, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
IVERIC bio, Inc.	05/17/2023	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
IVERIC bio, Inc.	05/17/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.62 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
IVERIC bio, Inc.	05/17/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
J&J Snack Foods Corp.	02/14/2023	Management	1	Yes	Elect Director Sidney R. Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Sidney (Sid) Brown are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Roy C. Jackson is warranted.

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J&J Snack Foods Corp.	02/14/2023	Management	2	Yes	Elect Director Roy C. Jackson	For	For	For	For	WITHHOLD votes for non-independent nominee Sidney (Sid) Brown are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Roy C. Jackson is warranted.
J&J Snack Foods Corp.	02/14/2023	Management	3	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
J&J Snack Foods Corp.	02/14/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
J&J Snack Foods Corp.	02/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
J&J Snack Foods Corp.	02/14/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
J.Jill, Inc.	06/01/2023	Management	1	Yes	Elect Director Claire Spofford	For	For	For	For	WITHHOLD votes for Andrew Rolfe are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee members Michael Rahamim and Andrew Rolfe are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR remaining nominee Claire Spofford is warranted.
J.Jill, Inc.	06/01/2023	Management	2	Yes	Elect Director Michael Rahamim	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Rolfe are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee members Michael Rahamim and Andrew Rolfe are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR remaining nominee Claire Spofford is warranted.
J.Jill, Inc.	06/01/2023	Management	3	Yes	Elect Director Andrew Rolfe	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Rolfe are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee members Michael Rahamim and Andrew Rolfe are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR remaining nominee Claire Spofford is warranted.
J.Jill, Inc.	06/01/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
J.Jill, Inc.	06/01/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
J.Jill, Inc.	06/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
J.Jill, Inc.	06/01/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Jack in the Box Inc.	03/03/2023	Management	1	Yes	Elect Director Guillermo Diaz, Jr.	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jack in the Box Inc.	03/03/2023	Management	2	Yes	Elect Director David L. Goebel	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/03/2023	Management	3	Yes	Elect Director Darin S. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/03/2023	Management	4	Yes	Elect Director Sharon P. John	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/03/2023	Management	5	Yes	Elect Director Madeleine A. Kleiner	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/03/2023	Management	6	Yes	Elect Director Michael W. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/03/2023	Management	7	Yes	Elect Director James M. Myers	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Jack in the Box Inc.	03/03/2023	Management	8	Yes	Elect Director David M. Tehle	For	For	Against	Against	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/03/2023	Management	9	Yes	Elect Director Vivien M. Yeung	For	For	For	For	Votes AGAINST non-independent nominees David (Dave) Goebel, Darin Harris, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are warranted for lack of a majority independent board. Votes AGAINST David (Dave) Goebel, Madeleine Kleiner, Michael Murphy, James Myers and David Tehle are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack in the Box Inc.	03/03/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jack in the Box Inc.	03/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jack in the Box Inc.	03/03/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Jack in the Box Inc.	03/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Jackson Financial Inc.	05/19/2023	Management	1	Yes	Elect Director Lily Fu Claffee	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	2	Yes	Elect Director Gregory T. Durant	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	3	Yes	Elect Director Steven A. Kandarian	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	4	Yes	Elect Director Derek G. Kirkland	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	5	Yes	Elect Director Drew E. Lawton	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	6	Yes	Elect Director Martin J. Lippert	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	7	Yes	Elect Director Russell G. Noles	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	8	Yes	Elect Director Laura L. Prieskorn	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	9	Yes	Elect Director Esta E. Stecher	For	For	For	For	A vote FOR all director nominees is warranted.
Jackson Financial Inc.	05/19/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jackson Financial Inc.	05/19/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jamf Holding Corp.	05/23/2023	Management	1	Yes	Elect Director Andre Durand	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Vina Leite given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Jamf Holding Corp.	05/23/2023	Management	2	Yes	Elect Director Kevin Klausmeyer	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Vina Leite given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Jamf Holding Corp.	05/23/2023	Management	3	Yes	Elect Director Vina M. Leite	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Vina Leite given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Jamf Holding Corp.	05/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns raised with respect to the lack of performance vesting conditions for equity awards, above-median benchmarking, and a lack of risk mitigators.
Jamf Holding Corp.	05/23/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Janus Henderson Group Plc	05/03/2023	Management	1	Yes	Elect Director Brian Baldwin	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	2	Yes	Elect Director John Cassaday	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	3	No	Elect Director Alison Davis "Withdrawn Resolution"					A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	4	Yes	Elect Director Kalpana Desai	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	5	Yes	Elect Director Ali Dibadj	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	6	Yes	Elect Director Kevin Dolan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	7	Yes	Elect Director Eugene Flood, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	8	Yes	Elect Director Ed Garden	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	9	Yes	Elect Director Alison Quirk	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	10	Yes	Elect Director Angela Seymour-Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	11	Yes	Elect Director Anne Sheehan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Janus Henderson Group Plc	05/03/2023	Management	13	Yes	Authorise Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR this proposal is warranted, as the proposed amount and duration are within recommended limits.
Janus Henderson Group Plc	05/03/2023	Management	14	Yes	Authorise Market Purchase of CDIs	For	For	For	For	A vote FOR this proposal is warranted, as the proposed amount and duration are within recommended limits.
Janus Henderson Group Plc	05/03/2023	Management	15	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorise Audit Committee to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	1	Yes	Elect Director William J. Christensen	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	2	Yes	Elect Director Catherine A. Halligan	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	3	Yes	Elect Director Tracey I. Joubert	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	4	Yes	Elect Director Cynthia G. Marshall	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	5	Yes	Elect Director David G. Nord	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	6	Yes	Elect Director Suzanne L. Stefany	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	7	Yes	Elect Director Bruce M. Taten	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
JELD-WEN Holding, Inc.	05/03/2023	Management	8	Yes	Elect Director Roderick C. Wendt	For	For	For	For	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	9	Yes	Elect Director Steven E. Wynne	For	For	Withhold	Withhold	WITHHOLD votes for Steven (Steve) Wynne are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
JELD-WEN Holding, Inc.	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.
JELD-WEN Holding, Inc.	05/03/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JetBlue Airways Corporation	05/16/2023	Management	1	Yes	Elect Director B. Ben Baldanza	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	2	Yes	Elect Director Peter Boneparth	For	For	Against	Against	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	3	Yes	Elect Director Monte Ford	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	4	Yes	Elect Director Robin Hayes	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	5	Yes	Elect Director Ellen Jewett	For	For	Against	Against	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	6	Yes	Elect Director Robert Leduc	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	7	Yes	Elect Director Teri McClure	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	8	Yes	Elect Director Nik Mittal	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	9	Yes	Elect Director Sarah Robb O'Hagan	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	10	Yes	Elect Director Vivek Sharma	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	11	Yes	Elect Director Thomas Winkelmann	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
JetBlue Airways Corporation	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
JetBlue Airways Corporation	05/16/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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JetBlue Airways Corporation	05/16/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.34 percent is acceptable.
JetBlue Airways Corporation	05/16/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
John Bean Technologies Corporation	05/12/2023	Management	1	Yes	Elect Director Barbara L. Brasier	For	For	For	For	Votes AGAINST non-independent nominees Brian Deck and Polly Kawalek are warranted for lack of a majority independent board. Votes AGAINST Polly Kawalek are also warranted for serving as a non-independent member of a key board committee. A vote FOR Barbara L. Brasier is warranted.
John Bean Technologies Corporation	05/12/2023	Management	2	Yes	Elect Director Brian A. Deck	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Deck and Polly Kawalek are warranted for lack of a majority independent board. Votes AGAINST Polly Kawalek are also warranted for serving as a non-independent member of a key board committee. A vote FOR Barbara L. Brasier is warranted.
John Bean Technologies Corporation	05/12/2023	Management	3	Yes	Elect Director Polly B. Kawalek	For	For	Against	Against	Votes AGAINST non-independent nominees Brian Deck and Polly Kawalek are warranted for lack of a majority independent board. Votes AGAINST Polly Kawalek are also warranted for serving as a non-independent member of a key board committee. A vote FOR Barbara L. Brasier is warranted.
John Bean Technologies Corporation	05/12/2023	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
John Bean Technologies Corporation	05/12/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
John Bean Technologies Corporation	05/12/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
John Bean Technologies Corporation	05/12/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Johnson Outdoors Inc.	03/01/2023	Management	1	Yes	Elect Director Paul G. Alexander	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members John Fahey Jr. and Paul Alexander are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Johnson Outdoors Inc.	03/01/2023	Management	2	Yes	Elect Director John M. Fahey, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Fahey Jr. are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee members John Fahey Jr. and Paul Alexander are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
Johnson Outdoors Inc.	03/01/2023	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Johnson Outdoors Inc.	03/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Johnson Outdoors Inc.	03/01/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Johnson Outdoors Inc.	03/01/2023	Management	6	Yes	Approve Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Kadant Inc.	05/17/2023	Management	1	Yes	Elect Director John M. Albertine	For	For	Against	Against	Votes AGAINST non-independent nominees John Albertine and Thomas (Tom) Leonard are warranted for lack of a majority independent board. Votes AGAINST John Albertine and Thomas (Tom) Leonard are also warranted for serving as non-independent members of a key board committee.

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Kadant Inc.	05/17/2023	Management	2	Yes	Elect Director Thomas C. Leonard	For	For	Against	Against	Votes AGAINST non-independent nominees John Albertine and Thomas (Tom) Leonard are warranted for lack of a majority independent board. Votes AGAINST John Albertine and Thomas (Tom) Leonard are also warranted for serving as non-independent members of a key board committee.
Kadant Inc.	05/17/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kadant Inc.	05/17/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kadant Inc.	05/17/2023	Management	5	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for auto-accelerated single-trigger vesting of awards in the event of a change-in-control.
Kadant Inc.	05/17/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kaman Corporation	04/19/2023	Management	1	Yes	Elect Director Aisha M. Barry	For	For	For	For	Votes AGAINST A. William Higgins are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Kaman Corporation	04/19/2023	Management	2	Yes	Elect Director Scott E. Kuechle	For	For	For	For	Votes AGAINST A. William Higgins are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Kaman Corporation	04/19/2023	Management	3	Yes	Elect Director Michelle J. Lohmeier	For	For	For	For	Votes AGAINST A. William Higgins are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Kaman Corporation	04/19/2023	Management	4	Yes	Elect Director A. William Higgins	For	For	Against	Against	Votes AGAINST A. William Higgins are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Kaman Corporation	04/19/2023	Management	5	Yes	Elect Director Jennifer M. Pollino	For	For	For	For	Votes AGAINST A. William Higgins are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Kaman Corporation	04/19/2023	Management	6	Yes	Elect Director Niharika T. Ramdev	For	For	For	For	Votes AGAINST A. William Higgins are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Kaman Corporation	04/19/2023	Management	7	Yes	Elect Director Ian K. Walsh	For	For	For	For	Votes AGAINST A. William Higgins are warranted for serving as a non-independent member of key board committees. Votes FOR the remaining director nominees are warranted.
Kaman Corporation	04/19/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Kaman Corporation	04/19/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kaman Corporation	04/19/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kaman Corporation	04/19/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kaman Corporation	04/19/2023	Shareholder	12	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
KAR Auction Services, Inc.	06/02/2023	Management	1	Yes	Elect Director Carmel Galvin	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	2	Yes	Elect Director James P. Hallett	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	3	Yes	Elect Director Mark E. Hill	For	For	For	For	A vote FOR all director nominees is warranted.

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KAR Auction Services, Inc.	06/02/2023	Management	4	Yes	Elect Director J. Mark Howell	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	5	Yes	Elect Director Stefan Jacoby	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	6	Yes	Elect Director Peter Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	7	Yes	Elect Director Michael T. Kestner	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	8	Yes	Elect Director Sanjeev Mehra	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	9	Yes	Elect Director Mary Ellen Smith	For	For	For	For	A vote FOR all director nominees is warranted.
KAR Auction Services, Inc.	06/02/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
KAR Auction Services, Inc.	06/02/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
KAR Auction Services, Inc.	06/02/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KB Home	04/20/2023	Management	1	Yes	Elect Director Jose M. Barra	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	2	Yes	Elect Director Arthur R. Collins	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	3	Yes	Elect Director Dorene C. Dominguez	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	4	Yes	Elect Director Kevin P. Eltife	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	5	Yes	Elect Director Stuart A. Gabriel	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	6	Yes	Elect Director Thomas W. Gilligan	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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KB Home	04/20/2023	Management	7	Yes	Elect Director Jodeen A. Kozlak	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	8	Yes	Elect Director Melissa Lora	For	For	Against	Against	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	9	Yes	Elect Director Jeffrey T. Mezger	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	10	Yes	Elect Director Brian R. Niccol	For	For	For	For	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	11	Yes	Elect Director James C. "Rad" Weaver	For	For	Against	Against	Votes AGAINST Melissa Lora are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James (Rad) Weaver are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
KB Home	04/20/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains an employment agreement with the CEO that provides for a modified single-trigger change-in-control cash severance.
KB Home	04/20/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KB Home	04/20/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
KB Home	04/20/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
KBR, Inc.	05/17/2023	Management	1	Yes	Elect Director Mark E. Baldwin	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	2	Yes	Elect Director Stuart J. B. Bradie	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	3	Yes	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	4	Yes	Elect Director Lester L. Lyles	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KBR, Inc.	05/17/2023	Management	5	Yes	Elect Director John A. Manzoni	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	6	Yes	Elect Director Wendy M. Masiello	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	7	Yes	Elect Director Jack B. Moore	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	8	Yes	Elect Director Ann D. Pickard	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	9	Yes	Elect Director Carlos A. Sabater	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	10	No	Elect Director Vincent R. Stewart "Withdrawn Resolution"					
KBR, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
KBR, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
KBR, Inc.	05/17/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/03/2023	Management	1	Yes	Elect Director Teresa A. Canida	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	2	Yes	Elect Director George N. Cochran	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	3	Yes	Elect Director Kathleen M. Cronin	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	4	Yes	Elect Director Jason N. Gorevic	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	5	Yes	Elect Director Lacy M. Johnson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	6	Yes	Elect Director Joseph P. Lacher, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	7	Yes	Elect Director Gerald Laderman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	8	Yes	Elect Director Alberto J. Paracchini	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	9	Yes	Elect Director Stuart B. Parker	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	10	Yes	Elect Director Christopher B. Sarofim	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	11	Yes	Elect Director Susan D. Whiting	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Kemper Corporation	05/03/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kemper Corporation	05/03/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/03/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	1	Yes	Elect Director Todd Boehly	For	For	For	For	Votes AGAINST non-independent nominees David Minella and Mary Ricks are warranted for lack of a majority independent board. Votes AGAINST David Minella are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	2	Yes	Elect Director David A. Minella	For	For	Against	Against	Votes AGAINST non-independent nominees David Minella and Mary Ricks are warranted for lack of a majority independent board. Votes AGAINST David Minella are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	3	Yes	Elect Director Mary Ricks	For	For	Against	Against	Votes AGAINST non-independent nominees David Minella and Mary Ricks are warranted for lack of a majority independent board. Votes AGAINST David Minella are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	4	Yes	Elect Director Sanaz Zaimi	For	For	For	For	Votes AGAINST non-independent nominees David Minella and Mary Ricks are warranted for lack of a majority independent board. Votes AGAINST David Minella are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an inordinate amount of personal aircraft use and life insurance perquisites to the CEO; * The total amount of perquisite compensation reported for the CEO is excessive; * The company maintains agreements that contain a modified single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change in control; and * The company has change-in-control agreements that contain excessive severance payout basis.
Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kforce Inc.	04/20/2023	Management	1	Yes	Elect Director Derrick D. Brooks	For	For	For	For	A vote FOR all director nominees is warranted.
Kforce Inc.	04/20/2023	Management	2	Yes	Elect Director Ann E. Dunwoody	For	For	For	For	A vote FOR all director nominees is warranted.
Kforce Inc.	04/20/2023	Management	3	Yes	Elect Director N. John Simmons	For	For	For	For	A vote FOR all director nominees is warranted.
Kforce Inc.	04/20/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kforce Inc.	04/20/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kforce Inc.	04/20/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.72 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kforce Inc.	04/20/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kimball International, Inc.	05/31/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the premium, the downside risk of non-approval, and the strategic rationale for the sale.

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Kimball International, Inc.	05/31/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although certain equity awards will automatically accelerate upon the merger close, performance-based equity awards will accelerate at target, and cash severance is double trigger and reasonably based. In addition, no excise tax gross-ups are payable.
Kimball International, Inc.	05/31/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Kirby Corporation	04/25/2023	Management	1	Yes	Elect Director Richard J. Alario	For	For	Against	Against	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	2	Yes	Elect Director Susan W. Dio	For	For	For	For	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	3	Yes	Elect Director David W. Grzebinski	For	For	For	For	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	4	Yes	Elect Director Richard R. Stewart	For	For	Against	Against	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kirby Corporation	04/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kirby Corporation	04/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Knowles Corporation	05/02/2023	Management	1	Yes	Elect Director Keith Barnes	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	2	Yes	Elect Director Daniel J. Crowley	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	3	Yes	Elect Director Hermann Eul	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	4	Yes	Elect Director Didier Hirsch	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	5	Yes	Elect Director Ye Jane Li	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	6	Yes	Elect Director Donald Macleod	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	7	Yes	Elect Director Jeffrey Niew	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	8	Yes	Elect Director Cheryl Shavers	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	9	Yes	Elect Director Michael Wishart	For	For	For	For	A vote FOR all director nominees is warranted.
Knowles Corporation	05/02/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Knowles Corporation	05/02/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Kodiak Sciences Inc.	06/06/2023	Management	1	Yes	Elect Director Charles A. Bancroft	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Charles (Charlie) Bancroft given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kodiak Sciences Inc.	06/06/2023	Management	2	Yes	Elect Director Bassil I. Dahiyat	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Charles (Charlie) Bancroft given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Kodiak Sciences Inc.	06/06/2023	Management	3	Yes	Elect Director Taiyin Yang	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Charles (Charlie) Bancroft given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kodiak Sciences Inc.	06/06/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily composed of corporate and clinical goals, with a robust disclosure of achievements. In addition, long-term incentives were entirely composed of stock options. However, continued monitoring of future long-term incentive awards is warranted given the equity awards granted in FY21 were intended to cover a seven-year period.
Kodiak Sciences Inc.	06/06/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kontoor Brands, Inc.	04/20/2023	Management	1	Yes	Elect Director Scott H. Baxter	For	For	For	For	Votes AGAINST governance committee chair Shelley Stewart Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kontoor Brands, Inc.	04/20/2023	Management	2	Yes	Elect Director Ashley D. Goldsmith	For	For	For	For	Votes AGAINST governance committee chair Shelley Stewart Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kontoor Brands, Inc.	04/20/2023	Management	3	Yes	Elect Director Robert M. Lynch	For	For	For	For	Votes AGAINST governance committee chair Shelley Stewart Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kontoor Brands, Inc.	04/20/2023	Management	4	Yes	Elect Director Andrew E. Page	For	For	For	For	Votes AGAINST governance committee chair Shelley Stewart Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kontoor Brands, Inc.	04/20/2023	Management	5	Yes	Elect Director Mark L. Schiller	For	For	For	For	Votes AGAINST governance committee chair Shelley Stewart Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kontoor Brands, Inc.	04/20/2023	Management	6	Yes	Elect Director Robert K. Shearer	For	For	For	For	Votes AGAINST governance committee chair Shelley Stewart Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Kontoor Brands, Inc.	04/20/2023	Management	7	Yes	Elect Director Shelley Stewart, Jr.	For	Against	Against	Against	Votes AGAINST governance committee chair Shelley Stewart Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Kontoor Brands, Inc.	04/20/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kontoor Brands, Inc.	04/20/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides tax gross-up payment for the CEO's financial planning perquisite.
Koppers Holdings Inc.	05/04/2023	Management	1	Yes	Elect Director Leroy M. Ball	For	For	For	For	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	2	Yes	Elect Director Xudong Feng	For	For	Against	Against	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	3	Yes	Elect Director Traci L. Jensen	For	For	For	For	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	4	Yes	Elect Director David L. Motley	For	For	For	For	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	5	Yes	Elect Director Albert J. Neupaver	For	For	Against	Against	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	6	Yes	Elect Director Andrew D. Sandifer	For	For	For	For	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	7	Yes	Elect Director Louis L. Testoni	For	For	For	For	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	8	Yes	Elect Director Stephen R. Tritch	For	For	For	For	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	9	Yes	Elect Director Sonja M. Wilkerson	For	For	For	For	Votes AGAINST Xudong (Sharon) Feng and Albert Neupaver are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Koppers Holdings Inc.	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Koppers Holdings Inc.	05/04/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Koppers Holdings Inc.	05/04/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Kosmos Energy Ltd.	06/08/2023	Management	1	Yes	Elect Director Andrew G. Inglis	For	For	For	For	A vote FOR the director nominees is warranted.
Kosmos Energy Ltd.	06/08/2023	Management	2	Yes	Elect Director Maria Moraeus Hanssen	For	For	For	For	A vote FOR the director nominees is warranted.
Kosmos Energy Ltd.	06/08/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kosmos Energy Ltd.	06/08/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Kosmos Energy Ltd.	06/08/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	1	Yes	Elect Director Scott Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	2	Yes	Elect Director Eric DeMarco	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	3	Yes	Elect Director William Hoglund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	4	Yes	Elect Director Scot Jarvis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	5	Yes	Elect Director Jane Judd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	6	Yes	Elect Director Samuel Liberatore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	7	Yes	Elect Director Deanna Lund	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	8	Yes	Elect Director Amy Zegart	For	For	For	For	WITHHOLD votes for non-independent nominees William Hoglund, Eric DeMarco, Scott Anderson, Scot Jarvis, Jane Judd, Samuel Liberatore and Deanna Lund are warranted for lack of a majority independent board. WITHHOLD votes for William Hoglund, Scott Anderson, Scot Jarvis, Jane Judd and Samuel Liberatore are also warranted for serving as non-independent members of a key board committee. A vote FOR Amy Zegart is warranted.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the CEO's FY22 LTI grant value declined slightly, the magnitude of his award, and thus his overall pay, remains relatively high, and a significant portion of the annual incentive appears to be based on the committee's discretionary assessment of strategic performance. Nevertheless, payouts for both the annual and long-term incentive awards are capped at target, with the FY22 annual incentive paid out below target in line with company performance, and LTI awards are half performance-based with a multi-year performance period. Continued monitoring is warranted regarding the magnitude of long-term incentive awards.
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Krystal Biotech, Inc.	05/19/2023	Management	1	Yes	Elect Director Krish S. Krishnan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Krish Krishnan, Kirti Ganorkar, and Christopher (Chris) Mason given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Krystal Biotech, Inc.	05/19/2023	Management	2	Yes	Elect Director Kirti Ganorkar	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Krish Krishnan, Kirti Ganorkar, and Christopher (Chris) Mason given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Krystal Biotech, Inc.	05/19/2023	Management	3	Yes	Elect Director Christopher Mason	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Krish Krishnan, Kirti Ganorkar, and Christopher (Chris) Mason given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Krystal Biotech, Inc.	05/19/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Krystal Biotech, Inc.	05/19/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Kura Oncology, Inc.	05/31/2023	Management	1	Yes	Elect Director Diane Parks	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Diane Parks given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for Diane Parks are warranted for serving as a director on more than four public company boards. A vote FOR director nominee Mary Szela is warranted.
Kura Oncology, Inc.	05/31/2023	Management	2	Yes	Elect Director Mary T. Szela	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Diane Parks given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for Diane Parks are warranted for serving as a director on more than four public company boards. A vote FOR director nominee Mary Szela is warranted.
Kura Oncology, Inc.	05/31/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kura Oncology, Inc.	05/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Kura Oncology, Inc.	05/31/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.37 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kura Sushi USA, Inc.	01/27/2023	Management	1	Yes	Elect Director Shintaro Asako	For	Against	Against	Against	Votes AGAINST non-independent director nominee Hajime (Jimmy) Uba are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Kura Sushi USA, Inc.	01/27/2023	Management	2	Yes	Elect Director Kim Ellis	For	Against	Against	Against	Votes AGAINST non-independent director nominee Hajime (Jimmy) Uba are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Kura Sushi USA, Inc.	01/27/2023	Management	3	Yes	Elect Director Seitaro Ishii	For	Against	Against	Against	Votes AGAINST non-independent director nominee Hajime (Jimmy) Uba are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

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Kura Sushi USA, Inc.	01/27/2023	Management	4	Yes	Elect Director Carin L. Stutz	For	Against	Against	Against	Votes AGAINST non-independent director nominee Hajime (Jimmy) Uba are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Kura Sushi USA, Inc.	01/27/2023	Management	5	Yes	Elect Director Hajime 'Jimmy' Uba	For	Against	Against	Against	Votes AGAINST non-independent director nominee Hajime (Jimmy) Uba are warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent directors Hajime (Jimmy) Uba, Shintaro Asako, Kim Ellis, Seitaro Ishii, and Carin Stutz are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Kura Sushi USA, Inc.	01/27/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
KVH Industries, Inc.	06/07/2023	Management	1	Yes	Elect Director David M. Tolley	For	For	For	For	A vote FOR all director nominees is warranted.
KVH Industries, Inc.	06/07/2023	Management	2	Yes	Elect Director Stephen H. Deckoff	For	For	For	For	A vote FOR all director nominees is warranted.
KVH Industries, Inc.	06/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The company provided for the accelerated vesting of equity awards of certain NEOs, including the CEO, despite such NEOs remaining employed with the company.
KVH Industries, Inc.	06/07/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
KVH Industries, Inc.	06/07/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kymera Therapeutics, Inc.	06/15/2023	Management	1	Yes	Elect Director Bruce Booth	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Maraganore are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Bruce Booth, Nello Mainolfi, John Maraganore, and Elena Ridloff are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for board chair Bruce Booth are further warranted for the apparent lack of racial/ethnic diversity on the board.
Kymera Therapeutics, Inc.	06/15/2023	Management	2	Yes	Elect Director Nello Mainolfi	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Maraganore are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Bruce Booth, Nello Mainolfi, John Maraganore, and Elena Ridloff are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for board chair Bruce Booth are further warranted for the apparent lack of racial/ethnic diversity on the board.

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Kymera Therapeutics, Inc.	06/15/2023	Management	3	Yes	Elect Director Elena Ridloff	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Maraganore are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Bruce Booth, Nello Mainolfi, John Maraganore, and Elena Ridloff are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for board chair Bruce Booth are further warranted for the apparent lack of racial/ethnic diversity on the board.
Kymera Therapeutics, Inc.	06/15/2023	Management	4	Yes	Elect Director John Maraganore	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Maraganore are warranted for serving as a director on more than four public company boards. WITHHOLD votes for director nominees Bruce Booth, Nello Mainolfi, John Maraganore, and Elena Ridloff are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for board chair Bruce Booth are further warranted for the apparent lack of racial/ethnic diversity on the board.
Kymera Therapeutics, Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards to the CEO lack any performance-contingent pay elements; * The company continues to use above-median benchmarking; and, * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Kymera Therapeutics, Inc.	06/15/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
L.B. Foster Company	05/25/2023	Management	1	Yes	Elect Director Raymond T. Betler	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/25/2023	Management	2	Yes	Elect Director Dirk Junge	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/25/2023	Management	3	Yes	Elect Director John F. Kasel	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/25/2023	Management	4	Yes	Elect Director John E. Kunz	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/25/2023	Management	5	Yes	Elect Director Janet Lee	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/25/2023	Management	6	Yes	Elect Director Diane B. Owen	For	For	Withhold	Withhold	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/25/2023	Management	7	Yes	Elect Director Bruce E. Thompson	For	For	For	For	WITHHOLD votes for Diane Owen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
L.B. Foster Company	05/25/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
L.B. Foster Company	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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L.B. Foster Company	05/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lakeland Bancorp, Inc.	02/01/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The merger consideration implies a premium, the strategic rationale is sound, the merger is expected to be accretive for LBAI shareholders, there is a potential downside risk of non-approval, and the equity form of consideration allows LBAI shareholders to participate in the potential upside of the combined company. As such, support FOR the proposed transaction is warranted.
Lakeland Bancorp, Inc.	02/01/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO will receive retention payments in the form of cash and stock in connection with the merger, he is forfeiting his entitlement to cash severance payments under his Lakeland change-in-control agreement. Other NEOs' cash severance is double trigger and reasonably based, and no excise tax gross ups are payable. While outstanding equity will auto-accelerate upon the merger transaction, performance shares will be deemed earned at target.
Lakeland Bancorp, Inc.	02/01/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Lakeland Financial Corporation	04/11/2023	Management	1	Yes	Elect Director A. Faraz Abbasi	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	2	Yes	Elect Director Blake W. Augsburger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	3	Yes	Elect Director Robert E. Bartels, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	4	Yes	Elect Director Darrianne P. Christian	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lakeland Financial Corporation	04/11/2023	Management	5	Yes	Elect Director David M. Findlay	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	6	Yes	Elect Director Michael L. Kubacki	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	7	Yes	Elect Director Emily E. Pichon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	8	Yes	Elect Director Steven D. Ross	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	9	Yes	Elect Director Brian J. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	10	Yes	Elect Director Bradley J. Toothaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburger, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lakeland Financial Corporation	04/11/2023	Management	11	Yes	Elect Director M. Scott Welch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kubacki, David Findlay, Blake Augsburg, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are warranted for lack of a majority independent board. WITHHOLD votes for Blake Augsburg, Robert Bartels Jr., Emily Pichon, Steven Ross, Brian Smith, Bradley Toothaker and M. Scott Welch are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lakeland Financial Corporation	04/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Lakeland Financial Corporation	04/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lakeland Financial Corporation	04/11/2023	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lakeland Industries, Inc.	06/14/2023	Management	1	Yes	Elect Director Ronald Herring	For	For	For	For	A vote FOR all director nominees is warranted.
Lakeland Industries, Inc.	06/14/2023	Management	2	Yes	Elect Director Melissa Kidd	For	For	For	For	A vote FOR all director nominees is warranted.
Lakeland Industries, Inc.	06/14/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Lakeland Industries, Inc.	06/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Landmark Bancorp, Inc.	05/24/2023	Management	1	Yes	Elect Director Sarah Hill-Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees Sarah Hill-Nelson and David Snapp are warranted for lack of a majority independent board. Votes AGAINST Sarah Hill-Nelson and David Snapp are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent compensation committee member David Snapp is warranted in the absence of a say-on-pay proposal, given that the company maintains legacy change in control agreements with executives that contain a modified single-trigger severance provision. Additionally, it is noted that the company lacks certain risk-mitigating provisions, and equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Landmark Bancorp, Inc.	05/24/2023	Management	2	Yes	Elect Director David H. Snapp	For	For	Against	Against	Votes AGAINST non-independent nominees Sarah Hill-Nelson and David Snapp are warranted for lack of a majority independent board. Votes AGAINST Sarah Hill-Nelson and David Snapp are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent compensation committee member David Snapp is warranted in the absence of a say-on-pay proposal, given that the company maintains legacy change in control agreements with executives that contain a modified single-trigger severance provision. Additionally, it is noted that the company lacks certain risk-mitigating provisions, and equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.

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Landmark Bancorp, Inc.	05/24/2023	Management	3	Yes	Elect Director Angela S. Hurt	For	For	For	For	Votes AGAINST non-independent nominees Sarah Hill-Nelson and David Snapp are warranted for lack of a majority independent board. Votes AGAINST Sarah Hill-Nelson and David Snapp are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent compensation committee member David Snapp is warranted in the absence of a say-on-pay proposal, given that the company maintains legacy change in control agreements with executives that contain a modified single-trigger severance provision. Additionally, it is noted that the company lacks certain risk-mitigating provisions, and equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Landmark Bancorp, Inc.	05/24/2023	Management	4	Yes	Elect Director Angelia K. Stanland	For	For	For	For	Votes AGAINST non-independent nominees Sarah Hill-Nelson and David Snapp are warranted for lack of a majority independent board. Votes AGAINST Sarah Hill-Nelson and David Snapp are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent compensation committee member David Snapp is warranted in the absence of a say-on-pay proposal, given that the company maintains legacy change in control agreements with executives that contain a modified single-trigger severance provision. Additionally, it is noted that the company lacks certain risk-mitigating provisions, and equity awards to the CEO lack any performance-contingent pay elements. A vote FOR the remaining director nominees is warranted.
Landmark Bancorp, Inc.	05/24/2023	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Landstar System, Inc.	05/10/2023	Management	1	Yes	Elect Director David G. Bannister	For	For	Against	Against	Votes AGAINST David Bannister are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/10/2023	Management	2	Yes	Elect Director James L. Liang	For	For	For	For	Votes AGAINST David Bannister are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/10/2023	Management	3	Yes	Elect Director George P. Scanlon	For	For	For	For	Votes AGAINST David Bannister are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/10/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Landstar System, Inc.	05/10/2023	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Landstar System, Inc.	05/10/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Landstar System, Inc.	05/10/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lantheus Holdings, Inc.	04/27/2023	Management	1	Yes	Elect Director Minnie Baylor-Henry	For	For	For	For	A vote AGAINST Governance Committee chair Julie McHugh is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Lantheus Holdings, Inc.	04/27/2023	Management	2	Yes	Elect Director Heinz Mausli	For	For	For	For	A vote AGAINST Governance Committee chair Julie McHugh is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Lantheus Holdings, Inc.	04/27/2023	Management	3	Yes	Elect Director Julie McHugh	For	Against	Against	Against	A vote AGAINST Governance Committee chair Julie McHugh is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Lantheus Holdings, Inc.	04/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lantheus Holdings, Inc.	04/27/2023	Management	5	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Lantheus Holdings, Inc.	04/27/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Larimar Therapeutics, Inc.	05/09/2023	Management	1	Yes	Elect Director Frank Thomas	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Carole Ben-Maimon, Joseph (Joe) Truitt, and Frank Thomas given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Larimar Therapeutics, Inc.	05/09/2023	Management	2	Yes	Elect Director Carole S. Ben-Maimon	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Carole Ben-Maimon, Joseph (Joe) Truitt, and Frank Thomas given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Larimar Therapeutics, Inc.	05/09/2023	Management	3	Yes	Elect Director Joseph Truitt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Carole Ben-Maimon, Joseph (Joe) Truitt, and Frank Thomas given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Larimar Therapeutics, Inc.	05/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted because equity award arrangements provide for automatic accelerated vesting upon a change-in-control, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Larimar Therapeutics, Inc.	05/09/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Laureate Education, Inc.	05/24/2023	Management	1	Yes	Elect Director Andrew B. Cohen	For	For	For	For	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Laureate Education, Inc.	05/24/2023	Management	2	Yes	Elect Director Pedro del Corro	For	For	For	For	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/24/2023	Management	3	Yes	Elect Director Aristides de Macedo	For	For	For	For	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/24/2023	Management	4	Yes	Elect Director Kenneth W. Freeman	For	For	For	For	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/24/2023	Management	5	Yes	Elect Director Barbara Mair	For	For	For	For	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/24/2023	Management	6	Yes	Elect Director George Munoz	For	For	For	For	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/24/2023	Management	7	Yes	Elect Director Judith Rodin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/24/2023	Management	8	Yes	Elect Director Eilif Serck-Hanssen	For	For	For	For	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Laureate Education, Inc.	05/24/2023	Management	9	Yes	Elect Director Ian K. Snow	For	For	Withhold	Withhold	WITHHOLD votes for Ian Snow are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Judith Rodin are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Laureate Education, Inc.	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Laureate Education, Inc.	05/24/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lazard Ltd	04/27/2023	Management	1	Yes	Elect Director Kenneth M. Jacobs	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	04/27/2023	Management	2	Yes	Elect Director Michelle Jarrard	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	04/27/2023	Management	3	Yes	Elect Director Iris Knobloch	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	04/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Lazard Ltd	04/27/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lazard Ltd	04/27/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LCNB Corp.	04/24/2023	Management	1	Yes	Elect Director William H. Kaufman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Rhett) Huddle and William Kaufman are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/24/2023	Management	2	Yes	Elect Director Mary E. Bradford	For	For	For	For	WITHHOLD votes for non-independent nominees William (Rhett) Huddle and William Kaufman are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/24/2023	Management	3	Yes	Elect Director William (Rhett) G. Huddle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Rhett) Huddle and William Kaufman are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/24/2023	Management	4	Yes	Elect Director Craig M. Johnson	For	For	For	For	WITHHOLD votes for non-independent nominees William (Rhett) Huddle and William Kaufman are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
LCNB Corp.	04/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LCNB Corp.	04/24/2023	Management	6	Yes	Ratify Plante & Moran PLLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Lee Enterprises, Incorporated	04/18/2023	Management	1	Yes	Elect Director David T. Pearson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brent Magid are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Brent Magid and David (Dave) Pearson are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Margaret (Megan) Liberman is warranted.
Lee Enterprises, Incorporated	04/18/2023	Management	2	Yes	Elect Director Margaret R. Liberman	For	For	For	For	WITHHOLD votes for non-independent nominee Brent Magid are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Brent Magid and David (Dave) Pearson are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Margaret (Megan) Liberman is warranted.

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Lee Enterprises, Incorporated	04/18/2023	Management	3	Yes	Elect Director Brent Magid	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Brent Magid are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Brent Magid and David (Dave) Pearson are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Margaret (Megan) Liberman is warranted.
Lee Enterprises, Incorporated	04/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lee Enterprises, Incorporated	04/18/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
LeMaitre Vascular, Inc.	06/01/2023	Management	1	Yes	Elect Director Bridget A. Ross	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Bridget Ross for failing to establish racial or ethnic diversity on the board. A vote FOR director nominee John Roush is warranted.
LeMaitre Vascular, Inc.	06/01/2023	Management	2	Yes	Elect Director John A. Roush	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Bridget Ross for failing to establish racial or ethnic diversity on the board. A vote FOR director nominee John Roush is warranted.
LeMaitre Vascular, Inc.	06/01/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LeMaitre Vascular, Inc.	06/01/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LendingTree, Inc.	06/21/2023	Management	1	Yes	Elect Director Gabriel Dalporto	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	2	Yes	Elect Director Thomas M. Davidson, Jr.	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	3	Yes	Elect Director Mark Ernst	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	4	Yes	Elect Director Robin Henderson	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	5	Yes	Elect Director Douglas Lebda	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	6	Yes	Elect Director Steven Ozonian	For	For	Against	Against	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	7	Yes	Elect Director Diego Rodriguez	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	8	Yes	Elect Director Saras Sarasvathy	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LendingTree, Inc.	06/21/2023	Management	9	Yes	Elect Director G. Kennedy Thompson	For	For	For	For	Votes AGAINST Steven (Steve) Ozonian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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LendingTree, Inc.	06/21/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives were entirely determined by a pre-set financial metric and NEOs did not earn bonuses, which generally aligned with the company's FY22 financial performance. In addition, the CEO did not receive long-term incentives for the year in review following a front-loaded award granted in FY20. However, continued monitoring is warranted given that Lebda's front-loaded award is also intended to cover equity compensation for FY23 and the remaining NEOs' annual-cycle awards were entirely time-vesting.
LendingTree, Inc.	06/21/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
LendingTree, Inc.	06/21/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.40 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of stock options.
LendingTree, Inc.	06/21/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LENSAR, Inc.	05/25/2023	Management	1	Yes	Elect Director William J. Link	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members William Link and Richard Lindstrom given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
LENSAR, Inc.	05/25/2023	Management	2	Yes	Elect Director Richard L. Lindstrom	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members William Link and Richard Lindstrom given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
LENSAR, Inc.	05/25/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	1	Yes	Elect Director Samuel L. Barker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel Barker, Christopher (Chris) Sobecki and Judith Swain are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Barker and Judith Swain are also warranted for serving as non-independent members of a key board committee.
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	2	Yes	Elect Director Christopher J. Sobecki	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel Barker, Christopher (Chris) Sobecki and Judith Swain are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Barker and Judith Swain are also warranted for serving as non-independent members of a key board committee.
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	3	Yes	Elect Director Judith L. Swain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel Barker, Christopher (Chris) Sobecki and Judith Swain are warranted for lack of a majority independent board. WITHHOLD votes for Samuel Barker and Judith Swain are also warranted for serving as non-independent members of a key board committee.

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Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.31 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	5	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the pay-for-performance misalignment is not mitigated at this time. There is limited disclosure under the bonus program, equity awards are entirely time-vesting, and the number of shares underlying such awards significantly increased during a period of stock underperformance.
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liberty Energy Inc.	04/18/2023	Management	1	Yes	Elect Director Simon Ayat	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Gale Norton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Liberty Energy Inc.	04/18/2023	Management	2	Yes	Elect Director Gale A. Norton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Gale Norton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Liberty Energy Inc.	04/18/2023	Management	3	Yes	Elect Director Cary D. Steinbeck	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Gale Norton given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Liberty Energy Inc.	04/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Liberty Energy Inc.	04/18/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Liberty Latin America Ltd.	05/17/2023	Management	1	Yes	Elect Director Michael T. Fries	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael (Mike) Fries and Alfonso de Angoitia Noriega are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Governance Committee member Paul Gould are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Compensation Committee member Paul Gould are warranted. The company continues to target pay levels at the 75th percentile of its peer group, resulting in relatively large pay opportunities for the CEO and a misalignment between pay and performance for the year in review. Concerns are further raised with respect to the large magnitude of aircraft perquisite provided to the CEO. A vote FOR the remaining director nominee Roberta Jacobson is warranted.
Liberty Latin America Ltd.	05/17/2023	Management	2	Yes	Elect Director Alfonso de Angoitia Noriega	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael (Mike) Fries and Alfonso de Angoitia Noriega are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Governance Committee member Paul Gould are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Compensation Committee member Paul Gould are warranted. The company continues to target pay levels at the 75th percentile of its peer group, resulting in relatively large pay opportunities for the CEO and a misalignment between pay and performance for the year in review. Concerns are further raised with respect to the large magnitude of aircraft perquisite provided to the CEO. A vote FOR the remaining director nominee Roberta Jacobson is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Latin America Ltd.	05/17/2023	Management	3	Yes	Elect Director Paul A. Gould	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael (Mike) Fries and Alfonso de Angoitia Noriega are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Governance Committee member Paul Gould are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Compensation Committee member Paul Gould are warranted. The company continues to target pay levels at the 75th percentile of its peer group, resulting in relatively large pay opportunities for the CEO and a misalignment between pay and performance for the year in review. Concerns are further raised with respect to the large magnitude of aircraft perquisite provided to the CEO. A vote FOR the remaining director nominee Roberta Jacobson is warranted.
Liberty Latin America Ltd.	05/17/2023	Management	4	Yes	Elect Director Roberta S. Jacobson	For	For	For	For	WITHHOLD votes for Michael (Mike) Fries and Alfonso de Angoitia Noriega are warranted for serving on more than two public boards while serving as CEOs of outside companies. WITHHOLD votes for Governance Committee member Paul Gould are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the bylaws, and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. WITHHOLD votes for Audit Committee members Alfonso de Angoitia Noriega and Paul Gould are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Compensation Committee member Paul Gould are warranted. The company continues to target pay levels at the 75th percentile of its peer group, resulting in relatively large pay opportunities for the CEO and a misalignment between pay and performance for the year in review. Concerns are further raised with respect to the large magnitude of aircraft perquisite provided to the CEO. A vote FOR the remaining director nominee Roberta Jacobson is warranted.
Liberty Latin America Ltd.	05/17/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lifetime Brands, Inc.	06/22/2023	Management	1	Yes	Elect Director Jeffrey Siegel	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	2	Yes	Elect Director Robert B. Kay	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	3	Yes	Elect Director Rachael A. Jarosh	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	4	Yes	Elect Director Cherrie Nanninga	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	5	Yes	Elect Director Craig Phillips	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	6	Yes	Elect Director Veronique Gabai-Pinsky	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	7	Yes	Elect Director Bruce G. Pollack	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	8	Yes	Elect Director Michael J. Regan	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lifetime Brands, Inc.	06/22/2023	Management	9	Yes	Elect Director Michael Schnabel	For	For	For	For	Votes AGAINST non-independent nominees Jeffrey Siegel, Robert Kay, Cherrie Nanninga, Craig Phillips and Michael Regan are warranted for lack of a majority independent board. Votes AGAINST Cherrie Nanninga, Craig Phillips and Michael Regan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lifetime Brands, Inc.	06/22/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lifetime Brands, Inc.	06/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	1	Yes	Elect Director Jason M. Aryeh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina, and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina, and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	2	Yes	Elect Director Todd C. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina, and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina, and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	3	Yes	Elect Director Nancy R. Gray	For	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina, and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina, and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	4	Yes	Elect Director Jason Haas	For	For	For	For	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina, and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina, and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	5	Yes	Elect Director John W. Kozarich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina, and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina, and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	6	Yes	Elect Director John L. LaMattina	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina, and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina, and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ligand Pharmaceuticals Incorporated	06/09/2023	Management	7	Yes	Elect Director Stephen L. Sabba	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Kozarich, Todd Davis, Jason Aryeh, John LaMattina, and Stephen Sabba are warranted for lack of a majority independent board. WITHHOLD votes for John Kozarich, Jason Aryeh, John LaMattina, and Stephen Sabba are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Light & Wonder, Inc.	06/07/2023	Management	1	Yes	Elect Director Jamie R. Odell	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	2	Yes	Elect Director Matthew R. Wilson	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	3	Yes	Elect Director Antonia Korsanos	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	4	Yes	Elect Director Hamish R. McLennan	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	5	Yes	Elect Director Stephen Morro	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	6	Yes	Elect Director Michael J. Regan	For	For	Withhold	Withhold	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	7	Yes	Elect Director Virginia E. Shanks	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	8	Yes	Elect Director Timothy Throsby	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	9	Yes	Elect Director Maria T. Vullo	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	10	Yes	Elect Director Kneeland C. Youngblood	For	For	For	For	WITHHOLD votes for Michael Regan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Light & Wonder, Inc.	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Light & Wonder, Inc.	06/07/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Light & Wonder, Inc.	06/07/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Limbach Holdings, Inc.	06/22/2023	Management	1	Yes	Elect Director Joshua S. Horowitz	For	For	For	For	AGAINST votes are warranted for governance committee member Linda Alvarado given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Joshua Horowitz is warranted.
Limbach Holdings, Inc.	06/22/2023	Management	2	Yes	Elect Director Linda G. Alvarado	For	Against	Against	Against	AGAINST votes are warranted for governance committee member Linda Alvarado given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee Joshua Horowitz is warranted.
Limbach Holdings, Inc.	06/22/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Limbach Holdings, Inc.	06/22/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Limbach Holdings, Inc.	06/22/2023	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Limbach Holdings, Inc.	06/22/2023	Management	6	Yes	Amend Certificate of Incorporation to Allow the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Limoneira Company	03/21/2023	Management	1	Yes	Elect Director Elizabeth Blanchard Chess	For	For	For	For	A vote FOR both director nominees is warranted as no significant issues have been identified at this time.
Limoneira Company	03/21/2023	Management	2	Yes	Elect Director Elizabeth Mora	For	For	For	For	A vote FOR both director nominees is warranted as no significant issues have been identified at this time.
Limoneira Company	03/21/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's low say-on-pay support.
Limoneira Company	03/21/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Limoneira Company	03/21/2023	Management	5	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Lincoln Educational Services Corporation	05/05/2023	Management	1	Yes	Elect Director John A. Bartholdson	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	2	Yes	Elect Director James J. Burke, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	3	Yes	Elect Director Kevin M. Carney	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	4	Yes	Elect Director J. Barry Morrow	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lincoln Educational Services Corporation	05/05/2023	Management	5	Yes	Elect Director Michael A. Plater	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	6	Yes	Elect Director Felecia J. Pryor	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	7	Yes	Elect Director Carlton E. Rose	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	8	Yes	Elect Director Scott M. Shaw	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	9	Yes	Elect Director Sylvia J. Young	For	For	For	For	WITHHOLD votes for James Burke Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Educational Services Corporation	05/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lincoln Educational Services Corporation	05/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lincoln Educational Services Corporation	05/05/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lincoln Educational Services Corporation	05/05/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lindsay Corporation	01/10/2023	Management	1	Yes	Elect Director Michael N. Christodolou	For	For	Withhold	Withhold	WITHHOLD votes for Michael Christodolou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lindsay Corporation	01/10/2023	Management	2	Yes	Elect Director Ibrahim Gokcen	For	For	For	For	WITHHOLD votes for Michael Christodolou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lindsay Corporation	01/10/2023	Management	3	Yes	Elect Director David B. Rayburn	For	For	For	For	WITHHOLD votes for Michael Christodolou are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lindsay Corporation	01/10/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lindsay Corporation	01/10/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lindsay Corporation	01/10/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Liquidia Corporation	06/15/2023	Management	1	Yes	Elect Director Katherine Rielly-Gauvin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Johnson are warranted for lack of a majority independent board. WITHHOLD votes for David Johnson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Katherine Rielly-Gauvin and Raman Singh given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are warranted for Katherine Rielly-Gauvin due to concerns regarding the disclosure of the annual incentive plan, the lack of any performance-conditioned equity compensation, and the new CEO's relatively outsized stock awards.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liquidia Corporation	06/15/2023	Management	2	Yes	Elect Director Raman Singh	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Johnson are warranted for lack of a majority independent board. WITHHOLD votes for David Johnson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Katherine Rielly-Gauvin and Raman Singh given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are warranted for Katherine Rielly-Gauvin due to concerns regarding the disclosure of the annual incentive plan, the lack of any performance-conditioned equity compensation, and the new CEO's relatively outsized stock awards.
Liquidia Corporation	06/15/2023	Management	3	Yes	Elect Director David Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Johnson are warranted for lack of a majority independent board. WITHHOLD votes for David Johnson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent governance committee members Katherine Rielly-Gauvin and Raman Singh given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes are warranted for Katherine Rielly-Gauvin due to concerns regarding the disclosure of the annual incentive plan, the lack of any performance-conditioned equity compensation, and the new CEO's relatively outsized stock awards.
Liquidia Corporation	06/15/2023	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Liquidia Corporation	06/15/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Liquidity Services, Inc.	02/23/2023	Management	1	Yes	Elect Director Phillip A. Clough	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Clough, George Ellis and Jaime Mateus-Tique are warranted for lack of a majority independent board. WITHHOLD votes for Phillip Clough and George Ellis are also warranted for serving as non-independent members of a key board committee.
Liquidity Services, Inc.	02/23/2023	Management	2	Yes	Elect Director George H. Ellis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Clough, George Ellis and Jaime Mateus-Tique are warranted for lack of a majority independent board. WITHHOLD votes for Phillip Clough and George Ellis are also warranted for serving as non-independent members of a key board committee.
Liquidity Services, Inc.	02/23/2023	Management	3	Yes	Elect Director Jaime Mateus-Tique	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Clough, George Ellis and Jaime Mateus-Tique are warranted for lack of a majority independent board. WITHHOLD votes for Phillip Clough and George Ellis are also warranted for serving as non-independent members of a key board committee.
Liquidity Services, Inc.	02/23/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Liquidity Services, Inc.	02/23/2023	Management	5	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
Liquidity Services, Inc.	02/23/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.

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Liquidity Services, Inc.	02/23/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Littelfuse, Inc.	04/27/2023	Management	1	Yes	Elect Director Kristina A. Cerniglia	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	2	Yes	Elect Director Tzau-Jin Chung	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	3	Yes	Elect Director Cary T. Fu	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	4	Yes	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	5	Yes	Elect Director Anthony Grillo	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	6	Yes	Elect Director David W. Heinzmann	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	7	Yes	Elect Director Gordon Hunter	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Littelfuse, Inc.	04/27/2023	Management	8	Yes	Elect Director William P. Noglows	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Littelfuse, Inc.	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Littelfuse, Inc.	04/27/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Littelfuse, Inc.	04/27/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LivaNova Plc	06/12/2023	Management	1	Yes	Elect Director Francesco Bianchi	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	2	Yes	Elect Director Stacy Enxing Seng	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	3	Yes	Elect Director William Kozy	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	4	Yes	Elect Director Daniel Moore	For	For	Against	Against	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	5	Yes	Elect Director Sharon O'Kane	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	6	Yes	Elect Director Andrea Saia	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	7	Yes	Elect Director Todd Schermerhorn	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	8	Yes	Elect Director Brooke Story	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	9	Yes	Elect Director Peter Wilver	For	For	For	For	Votes AGAINST Daniel Moore are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LivaNova Plc	06/12/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. LTI awards are targeted to be half performance-based and returned to utilizing only multi-year performance periods with FY22 awards, while annual incentives are predominantly based on pre-set financial metrics and disclosure of the non-financial objectives modifier metric objectives and actual results improved. Moreover, both the annual incentive and closing-cycle PSUs were earned below target, in line with company performance. Shareholders may wish to continue monitoring the LTI program for goal rigor and disclosure.

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LivaNova Plc	06/12/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
LivaNova Plc	06/12/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
LivaNova Plc	06/12/2023	Management	13	Yes	Authorize Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the share issuance request is not within recommended limits.
LivaNova Plc	06/12/2023	Management	14	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the share issuance request is not within recommended limits.
LivaNova Plc	06/12/2023	Management	15	Yes	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR this proposal is warranted.
LivaNova Plc	06/12/2023	Management	16	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
LivaNova Plc	06/12/2023	Management	17	Yes	Reappoint PricewaterhouseCoopers LLP as UK Statutory Auditor	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
LivaNova Plc	06/12/2023	Management	18	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this resolution is warranted because no significant concerns have been identified.
Live Oak Bancshares, Inc.	05/16/2023	Management	1	Yes	Elect Director Tonya W. Bradford	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	2	Yes	Elect Director William H. Cameron	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.

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Live Oak Bancshares, Inc.	05/16/2023	Management	3	Yes	Elect Director Casey S. Crawford	For	For	For	For	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	4	Yes	Elect Director Diane B. Glossman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	5	Yes	Elect Director Glen F. Hoffsis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.

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Live Oak Bancshares, Inc.	05/16/2023	Management	6	Yes	Elect Director David G. Lucht	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	7	Yes	Elect Director James S. Mahan, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	8	Yes	Elect Director Miltom E. Petty	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.

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Live Oak Bancshares, Inc.	05/16/2023	Management	9	Yes	Elect Director Neil L. Underwood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	10	Yes	Elect Director Yousef A. Valine	For	For	For	For	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	11	Yes	Elect Director William L. Williams, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Chip) Mahan III, Glen Hoffsis, David Lucht, Miltom (Milt) Petty, Neil Underwood and William (Lee) Williams III are warranted for lack of a majority independent board. WITHHOLD votes for Glen Hoffsis and Miltom (Milt) Petty are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Tonya Bradford, William (Bill) Cameron, Diane Glossman, and Glen Hoffsis are warranted due to poor responsiveness to shareholder concerns following last year's low say-on-pay support. WITHHOLD votes for audit committee members Tonya Bradford, William Cameron, Diane Glossman, and Miltom Petty are warranted given concerns regarding the risk oversight function of the board, in light of the pledging of a significant amount of the company's common stock by certain executives and directors. A vote FOR the remaining director nominees is warranted.
Live Oak Bancshares, Inc.	05/16/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The company's three-year average burn rate is excessive.

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Live Oak Bancshares, Inc.	05/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Live Oak Bancshares, Inc.	05/16/2023	Management	14	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
LL Flooring Holdings, Inc.	05/10/2023	Management	1	Yes	Elect Director David A. Levin	For	For	For	For	WITHHOLD votes for Martin Roper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LL Flooring Holdings, Inc.	05/10/2023	Management	2	Yes	Elect Director Martin F. Roper	For	For	Withhold	Withhold	WITHHOLD votes for Martin Roper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LL Flooring Holdings, Inc.	05/10/2023	Management	3	Yes	Elect Director Charles E. Tyson	For	For	For	For	WITHHOLD votes for Martin Roper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LL Flooring Holdings, Inc.	05/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up related to the CEO's financial planning perquisites.
LL Flooring Holdings, Inc.	05/10/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
LL Flooring Holdings, Inc.	05/10/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
LL Flooring Holdings, Inc.	05/10/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
LL Flooring Holdings, Inc.	05/10/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	04/28/2023	Management	1	Yes	Elect Director Jose A. Bayardo	For	For	For	For	A vote FOR all director nominees is warranted.
Louisiana-Pacific Corporation	04/28/2023	Management	2	Yes	Elect Director Stephen E. Macadam	For	For	For	For	A vote FOR all director nominees is warranted.
Louisiana-Pacific Corporation	04/28/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	04/28/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Louisiana-Pacific Corporation	04/28/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
LSB Industries, Inc.	05/11/2023	Management	1	Yes	Elect Director Steven L. Packebush	For	For	For	For	A vote FOR all director nominees is warranted.
LSB Industries, Inc.	05/11/2023	Management	2	Yes	Elect Director Diana M. Peninger	For	For	For	For	A vote FOR all director nominees is warranted.
LSB Industries, Inc.	05/11/2023	Management	3	Yes	Elect Director Lynn F. White	For	For	For	For	A vote FOR all director nominees is warranted.
LSB Industries, Inc.	05/11/2023	Management	4	Yes	Ratify Section 382 Rights Agreement	For	For	For	For	A vote FOR this proposal is warranted. The duration of the NOL pill is reasonable, the value of the NOLs to be protected is material and likely to provide economic benefit to shareholders.
LSB Industries, Inc.	05/11/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LSB Industries, Inc.	05/11/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LSB Industries, Inc.	05/11/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Luna Innovations Incorporated	05/24/2023	Management	1	Yes	Elect Director Warren B. Phelps, III	For	For	For	For	A vote FOR all director nominees is warranted.

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Luna Innovations Incorporated	05/24/2023	Management	2	Yes	Elect Director Mary Beth Vitale	For	For	For	For	A vote FOR all director nominees is warranted.
Luna Innovations Incorporated	05/24/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Luna Innovations Incorporated	05/24/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Luna Innovations Incorporated	05/24/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Luther Burbank Corporation	05/04/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. There has been a pullback in the broader banking industry which has impacted each of WAFD and LBC. Although the value of the merger consideration now represents a discount to LBC's unaffected price, developments since the announcement suggest that the offer does not necessarily undervalue the company. LBC shares have declined, but nonetheless have slightly outperformed the community bank index since announcement. At the same time, the strategic rationale appears sound and the equity form of consideration allows shareholders to participate in the upside potential of the combined company.
Luther Burbank Corporation	05/04/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, outstanding equity will only accelerate upon a qualifying termination of employment. Lastly, while an NEO will receive salary continuation for a period of time, payments will be assumed by the acquiring entity as part of the merger agreement.
Luther Burbank Corporation	05/04/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this transaction is warranted, as the underlying transaction (Item 1) merits support.
Luxfer Holdings Plc	06/07/2023	Management	1	Yes	Elect Director Andy Butcher	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/07/2023	Management	2	Yes	Elect Director Patrick Mullen	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/07/2023	Management	3	Yes	Elect Director Richard Hipple	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/07/2023	Management	4	Yes	Elect Director Clive Snowdon	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/07/2023	Management	5	Yes	Elect Director Sylvia A. Stein	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/07/2023	Management	6	Yes	Elect Director Lisa Trimmerger	For	For	For	For	A vote FOR all director nominees is warranted.
Luxfer Holdings Plc	06/07/2023	Management	7	Yes	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.
Luxfer Holdings Plc	06/07/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Luxfer Holdings Plc	06/07/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Luxfer Holdings Plc	06/07/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Luxfer Holdings Plc	06/07/2023	Management	11	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	Against	Against	A vote AGAINST this proposal is warranted as the auditor's ratification does not warrant support.
Luxfer Holdings Plc	06/07/2023	Management	12	Yes	Authorize Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Luxfer Holdings Plc	06/07/2023	Management	13	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.

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M.D.C. Holdings, Inc.	04/17/2023	Management	1	Yes	Elect Director Rafay Farooqui	For	For	For	For	WITHHOLD votes for non-independent nominees David Mandarich and David Siegel are warranted for lack of a majority independent board. WITHHOLD votes for David Siegel are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for directors Paris Reece III and David Siegel are warranted due to consecutive years of high director pay to the company's lead director, without reasonable rationale disclosed. A vote FOR Rafay Farooqui is warranted.
M.D.C. Holdings, Inc.	04/17/2023	Management	2	Yes	Elect Director David D. Mandarich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Mandarich and David Siegel are warranted for lack of a majority independent board. WITHHOLD votes for David Siegel are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for directors Paris Reece III and David Siegel are warranted due to consecutive years of high director pay to the company's lead director, without reasonable rationale disclosed. A vote FOR Rafay Farooqui is warranted.
M.D.C. Holdings, Inc.	04/17/2023	Management	3	Yes	Elect Director Paris G. Reece, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Mandarich and David Siegel are warranted for lack of a majority independent board. WITHHOLD votes for David Siegel are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for directors Paris Reece III and David Siegel are warranted due to consecutive years of high director pay to the company's lead director, without reasonable rationale disclosed. A vote FOR Rafay Farooqui is warranted.
M.D.C. Holdings, Inc.	04/17/2023	Management	4	Yes	Elect Director David Siegel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Mandarich and David Siegel are warranted for lack of a majority independent board. WITHHOLD votes for David Siegel are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for directors Paris Reece III and David Siegel are warranted due to consecutive years of high director pay to the company's lead director, without reasonable rationale disclosed. A vote FOR Rafay Farooqui is warranted.
M.D.C. Holdings, Inc.	04/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the unmitigated pay-for-performance misalignment. While the CEO and executive chairman's annual incentives are measured against objective metrics, there are goal rigor concerns, which is particularly concerning given the high maximum payout opportunities for the CEO and executive chairman. Further, the other NEO's annual incentive appears to be determined by qualitative objectives without clearly disclosed target goals and achievements. In addition, the CEO and executive chairman's long-term incentives were delivered entirely in fully-vested stock options with exercisability restrictions, and the total number of shares underlying awards increased significantly, which may lead to a considerable windfall for executives. Lastly, the executive chairman receives higher total compensation than the CEO, and shareholders may question the need for multiple executives to receive CEO-level compensation, which exacerbates the multiple concerns regarding pay design and magnitude.
M.D.C. Holdings, Inc.	04/17/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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M.D.C. Holdings, Inc.	04/17/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * There is an unmitigated pay-for-performance misalignment that is driven by problematic equity usage, and the program is highly concentrated to top executives.
M.D.C. Holdings, Inc.	04/17/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Macatawa Bank Corporation	05/02/2023	Management	1	Yes	Elect Director Nicole S. Dandridge	For	Against	Against	Against	Votes AGAINST non-independent nominees Birgit Klohs and Thomas Rosenbach are warranted for lack of a majority independent board. Votes AGAINST Birgit Klohs and Thomas Rosenbach are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Nicole Dandridge, Birgit Klohs, and Thomas Rosenbach is warranted for lack of racial/ethnic diversity on the board.
Macatawa Bank Corporation	05/02/2023	Management	2	Yes	Elect Director Birgit M. Klohs	For	Against	Against	Against	Votes AGAINST non-independent nominees Birgit Klohs and Thomas Rosenbach are warranted for lack of a majority independent board. Votes AGAINST Birgit Klohs and Thomas Rosenbach are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Nicole Dandridge, Birgit Klohs, and Thomas Rosenbach is warranted for lack of racial/ethnic diversity on the board.
Macatawa Bank Corporation	05/02/2023	Management	3	Yes	Elect Director Thomas P. Rosenbach	For	Against	Against	Against	Votes AGAINST non-independent nominees Birgit Klohs and Thomas Rosenbach are warranted for lack of a majority independent board. Votes AGAINST Birgit Klohs and Thomas Rosenbach are also warranted for serving as non-independent members of a key board committee. A vote AGAINST Governance Committee members Nicole Dandridge, Birgit Klohs, and Thomas Rosenbach is warranted for lack of racial/ethnic diversity on the board.
Macatawa Bank Corporation	05/02/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Macatawa Bank Corporation	05/02/2023	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MACOM Technology Solutions Holdings, Inc.	03/02/2023	Management	1	Yes	Elect Director Charles Bland	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen Daly, Charles (Chuck) Bland and Susan Ocampo are warranted for lack of a majority independent board. WITHHOLD votes for Charles (Chuck) Bland are also warranted for serving as a non-independent member of a key board committee.
MACOM Technology Solutions Holdings, Inc.	03/02/2023	Management	2	Yes	Elect Director Stephen Daly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen Daly, Charles (Chuck) Bland and Susan Ocampo are warranted for lack of a majority independent board. WITHHOLD votes for Charles (Chuck) Bland are also warranted for serving as a non-independent member of a key board committee.
MACOM Technology Solutions Holdings, Inc.	03/02/2023	Management	3	Yes	Elect Director Susan Ocampo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Stephen Daly, Charles (Chuck) Bland and Susan Ocampo are warranted for lack of a majority independent board. WITHHOLD votes for Charles (Chuck) Bland are also warranted for serving as a non-independent member of a key board committee.
MACOM Technology Solutions Holdings, Inc.	03/02/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company has legacy arrangements with certain executives that provides for change-in-control excise tax gross-up payments.
MACOM Technology Solutions Holdings, Inc.	03/02/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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MACOM Technology Solutions Holdings, Inc.	03/02/2023	Management	6	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
MacroGenics, Inc.	05/31/2023	Management	1	Yes	Elect Director Scott Koenig	For	For	For	For	A vote FOR all nominees is warranted at this time.
MacroGenics, Inc.	05/31/2023	Management	2	Yes	Elect Director Federica O'Brien	For	For	For	For	A vote FOR all nominees is warranted at this time.
MacroGenics, Inc.	05/31/2023	Management	3	Yes	Elect Director Jay Siegel	For	For	For	For	A vote FOR all nominees is warranted at this time.
MacroGenics, Inc.	05/31/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MacroGenics, Inc.	05/31/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MacroGenics, Inc.	05/31/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 23.12 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Macy's, Inc.	05/19/2023	Management	1	Yes	Elect Director Emilie Arel	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	2	Yes	Elect Director Francis S. Blake	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	3	Yes	Elect Director Torrence N. Boone	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	4	Yes	Elect Director Ashley Buchanan	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	5	Yes	Elect Director Marie Chandoha	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	6	Yes	Elect Director Naveen K. Chopra	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	7	Yes	Elect Director Deirdre P. Connelly	For	For	Against	Against	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	8	Yes	Elect Director Jeff Gennette	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	9	Yes	Elect Director Jill Granoff	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Macy's, Inc.	05/19/2023	Management	10	Yes	Elect Director William H. Lenehan	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	11	Yes	Elect Director Sara Levinson	For	For	Against	Against	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	12	Yes	Elect Director Antony Spring	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	13	Yes	Elect Director Paul C. Varga	For	For	Against	Against	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	14	Yes	Elect Director Tracey Zhen	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Macy's, Inc.	05/19/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Macy's, Inc.	05/19/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MagnaChip Semiconductor Corporation	05/18/2023	Management	1	Yes	Elect Director Melvin L. Keating	For	For	For	For	WITHHOLD votes for Ilbok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	05/18/2023	Management	2	Yes	Elect Director Young-Joon (YJ) Kim	For	For	For	For	WITHHOLD votes for Ilbok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	05/18/2023	Management	3	Yes	Elect Director Ilbok Lee	For	For	Withhold	Withhold	WITHHOLD votes for Ilbok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	05/18/2023	Management	4	Yes	Elect Director Camillo Martino	For	For	For	For	WITHHOLD votes for Ilbok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	05/18/2023	Management	5	Yes	Elect Director Gary Tanner	For	For	For	For	WITHHOLD votes for Ilbok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	05/18/2023	Management	6	Yes	Elect Director Kyo-Hwa (Liz) Chung	For	For	For	For	WITHHOLD votes for Ilbok Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MagnaChip Semiconductor Corporation	05/18/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.
MagnaChip Semiconductor Corporation	05/18/2023	Management	8	Yes	Ratify Samil PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MagnaChip Semiconductor Corporation	05/18/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The plan administrator may provide loans to exercise awards.
Magnite, Inc.	06/14/2023	Management	1	Yes	Elect Director Paul Caine	For	For	For	For	Votes FOR all director nominees are warranted.

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Magnite, Inc.	06/14/2023	Management	2	Yes	Elect Director Doug Knopper	For	For	For	For	Votes FOR all director nominees are warranted.
Magnite, Inc.	06/14/2023	Management	3	Yes	Elect Director David Pearson	For	For	For	For	Votes FOR all director nominees are warranted.
Magnite, Inc.	06/14/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Magnite, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
Magnite, Inc.	06/14/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 23.16 percent is excessive. * The company's three-year average burn rate is excessive.
Magnite, Inc.	06/14/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Magnolia Oil & Gas Corporation	05/03/2023	Management	1	Yes	Elect Director Christopher G. Stavros	For	For	For	For	A vote FOR all director nominees is warranted.
Magnolia Oil & Gas Corporation	05/03/2023	Management	2	Yes	Elect Director Arcilia C. Acosta	For	For	For	For	A vote FOR all director nominees is warranted.
Magnolia Oil & Gas Corporation	05/03/2023	Management	3	Yes	Elect Director Angela M. Busch	For	For	For	For	A vote FOR all director nominees is warranted.
Magnolia Oil & Gas Corporation	05/03/2023	Management	4	Yes	Elect Director Edward P. Djerejian	For	For	For	For	A vote FOR all director nominees is warranted.
Magnolia Oil & Gas Corporation	05/03/2023	Management	5	Yes	Elect Director James R. Larson	For	For	For	For	A vote FOR all director nominees is warranted.
Magnolia Oil & Gas Corporation	05/03/2023	Management	6	Yes	Elect Director Dan F. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Magnolia Oil & Gas Corporation	05/03/2023	Management	7	Yes	Elect Director John B. Walker	For	For	For	For	A vote FOR all director nominees is warranted.
Magnolia Oil & Gas Corporation	05/03/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. While there are some concerns regarding goal rigor under the annual incentive program, payouts are primarily based on pre-set objectives with clear disclosure of per-metric weights and performance targets. In addition, while FY22 PRSUs may lack a long-term focus, this is partially mitigated as FY23 LTIs will incorporate multi-year performance periods with payouts capped at target in the event absolute TSR is negative. Further, long-term incentives were almost entirely performance conditioned for the year in review.
Magnolia Oil & Gas Corporation	05/03/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Maiden Holdings, Ltd.	05/03/2023	Management	1	Yes	Elect Director Barry D. Zyskind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	2	Yes	Elect Director Holly L. Blanchard	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	3	Yes	Elect Director Patrick J. Haveron	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Maiden Holdings, Ltd.	05/03/2023	Management	4	Yes	Elect Director Simcha G. Lyons	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	5	Yes	Elect Director Lawrence F. Metz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	6	Yes	Elect Director Raymond M. Neff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	7	Yes	Elect Director Yehuda L. Neuberger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	8	Yes	Elect Director Steven H. Nigro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	9	Yes	Elect Director Keith A. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Zyskind, Patrick Haveron, Lawrence Metz, Steven Nigro, Simcha Lyons, Raymond (Ray) Neff, and Yehuda Neuberger are warranted for lack of a majority independent board. WITHHOLD votes for Steven Nigro, Simcha Lyons, and Raymond (Ray) Neff are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Maiden Holdings, Ltd.	05/03/2023	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the request is reasonable and there are no substantial concerns with the company's past use of shares.
Maiden Holdings, Ltd.	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Maiden Holdings, Ltd.	05/03/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Maiden Holdings, Ltd.	05/03/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Mammoth Energy Services, Inc.	06/07/2023	Management	1	Yes	Elect Director Arthur Amron	For	For	For	For	A vote AGAINST Governance Committee chair James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Nominating Committee chair James (Jim) Palm is further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/07/2023	Management	2	Yes	Elect Director Corey Booker	For	For	For	For	A vote AGAINST Governance Committee chair James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Nominating Committee chair James (Jim) Palm is further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/07/2023	Management	3	Yes	Elect Director Paul Jacobi	For	For	For	For	A vote AGAINST Governance Committee chair James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Nominating Committee chair James (Jim) Palm is further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/07/2023	Management	4	Yes	Elect Director James Palm	For	Against	Against	Against	A vote AGAINST Governance Committee chair James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Nominating Committee chair James (Jim) Palm is further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/07/2023	Management	5	Yes	Elect Director Arthur Smith	For	For	For	For	A vote AGAINST Governance Committee chair James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Nominating Committee chair James (Jim) Palm is further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/07/2023	Management	6	Yes	Elect Director Arty Straehla	For	For	For	For	A vote AGAINST Governance Committee chair James (Jim) Palm is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Nominating Committee chair James (Jim) Palm is further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Mammoth Energy Services, Inc.	06/07/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Mammoth Energy Services, Inc.	06/07/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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ManpowerGroup Inc.	05/05/2023	Management	1	Yes	Elect Director Jean-Philippe Courtois	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	2	Yes	Elect Director William Downe	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	3	Yes	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	4	Yes	Elect Director William P. Gipson	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	5	Yes	Elect Director Patricia Hemingway Hall	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	6	Yes	Elect Director Julie M. Howard	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	7	Yes	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	8	Yes	Elect Director Muriel Penicaud	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	9	Yes	Elect Director Jonas Prising	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	10	Yes	Elect Director Paul Read	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	11	Yes	Elect Director Elizabeth P. Sartain	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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ManpowerGroup Inc.	05/05/2023	Management	12	Yes	Elect Director Michael J. Van Handel	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/05/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ManpowerGroup Inc.	05/05/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marcus & Millichap, Inc.	05/02/2023	Management	1	Yes	Elect Director Norma J. Lawrence	For	For	Withhold	Withhold	WITHHOLD votes for incumbent audit committee member Norma Lawrence are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Hessam Nadji is warranted.
Marcus & Millichap, Inc.	05/02/2023	Management	2	Yes	Elect Director Hessam Nadji	For	For	For	For	WITHHOLD votes for incumbent audit committee member Norma Lawrence are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Hessam Nadji is warranted.
Marcus & Millichap, Inc.	05/02/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marcus & Millichap, Inc.	05/02/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Marine Products Corporation	04/25/2023	Management	1	Yes	Elect Director Jerry W. Nix	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Ben Palmer are warranted for lack of majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Jerry Nix for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominee Patrick (Pat) Gunning is warranted.
Marine Products Corporation	04/25/2023	Management	2	Yes	Elect Director Patrick J. Gunning	For	For	For	For	WITHHOLD votes for non-independent nominee Ben Palmer are warranted for lack of majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Jerry Nix for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominee Patrick (Pat) Gunning is warranted.
Marine Products Corporation	04/25/2023	Management	3	Yes	Elect Director Ben M. Palmer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Ben Palmer are warranted for lack of majority independent board. WITHHOLD votes are warranted for Nominating Committee chair Jerry Nix for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominee Patrick (Pat) Gunning is warranted.
Marine Products Corporation	04/25/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marine Products Corporation	04/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Marine Products Corporation	04/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MarineMax, Inc.	02/23/2023	Management	1	Yes	Elect Director William Brett McGill	For	For	For	For	A vote FOR the remaining director nominees is warranted.
MarineMax, Inc.	02/23/2023	Management	2	Yes	Elect Director Michael H. McLamb	For	For	For	For	A vote FOR the remaining director nominees is warranted.
MarineMax, Inc.	02/23/2023	Management	3	Yes	Elect Director Clint Moore	For	For	For	For	A vote FOR the remaining director nominees is warranted.
MarineMax, Inc.	02/23/2023	Management	4	Yes	Elect Director Evelyn V. Folitt	For	For	For	For	A vote FOR the remaining director nominees is warranted.

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MarineMax, Inc.	02/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns are highlighted.
MarineMax, Inc.	02/23/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
MarineMax, Inc.	02/23/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Marqeta, Inc.	06/22/2023	Management	1	Yes	Elect Director Najuma (Naj) Atkinson	For	For	For	For	WITHHOLD votes are warranted for governance committee member Martha Cummings given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Marqeta, Inc.	06/22/2023	Management	2	Yes	Elect Director Martha Cummings	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Martha Cummings given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Marqeta, Inc.	06/22/2023	Management	3	Yes	Elect Director Judson (Jud) Linville	For	For	For	For	WITHHOLD votes are warranted for governance committee member Martha Cummings given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Marqeta, Inc.	06/22/2023	Management	4	Yes	Elect Director Helen Riley	For	For	For	For	WITHHOLD votes are warranted for governance committee member Martha Cummings given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Marqeta, Inc.	06/22/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Marqeta, Inc.	06/22/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A former NEO's equity awards were accelerated upon his resignation, which was not characterized by the disclosure as a qualifying termination. This is considered a problematic practice.
Marqeta, Inc.	06/22/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Marten Transport, Ltd.	05/02/2023	Management	1	Yes	Elect Director Randolph L. Marten	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marten Transport, Ltd.	05/02/2023	Management	2	Yes	Elect Director Larry B. Hagness	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marten Transport, Ltd.	05/02/2023	Management	3	Yes	Elect Director Thomas J. Winkel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marten Transport, Ltd.	05/02/2023	Management	4	Yes	Elect Director Jerry M. Bauer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marten Transport, Ltd.	05/02/2023	Management	5	Yes	Elect Director Robert L. Demorest	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marten Transport, Ltd.	05/02/2023	Management	6	Yes	Elect Director Ronald R. Booth	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marten Transport, Ltd.	05/02/2023	Management	7	Yes	Elect Director Kathleen P. Iverson	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Marten Transport, Ltd.	05/02/2023	Management	8	Yes	Elect Director Patricia L. Jones	For	For	For	For	WITHHOLD votes for non-independent nominees Randolph (Randy) Marten, Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are warranted for lack of a majority independent board. WITHHOLD votes for Thomas (Tom) Winkel, Jerry Bauer, Robert Demorest and Larry Hagness are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marten Transport, Ltd.	05/02/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Marten Transport, Ltd.	05/02/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marten Transport, Ltd.	05/02/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masonite International Corporation	05/11/2023	Management	1	Yes	Elect Director Howard C. Heckes	For	For	For	For	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	2	Yes	Elect Director Jody L. Bilney	For	For	For	For	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	3	Yes	Elect Director Robert J. Byrne	For	For	For	For	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	4	Yes	Elect Director Peter R. Dachowski	For	For	For	For	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	5	Yes	Elect Director Jonathan F. Foster	For	For	Withhold	Withhold	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	6	Yes	Elect Director Daphne E. Jones	For	For	For	For	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	7	Yes	Elect Director Barry A. Ruffalo	For	For	For	For	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	8	Yes	Elect Director Francis M. Scricco	For	For	Withhold	Withhold	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	9	Yes	Elect Director Jay I. Steinfeld	For	For	For	For	WITHHOLD votes for Jonathan (Jon) Foster and Francis Scricco are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Masonite International Corporation	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Masonite International Corporation	05/11/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MasTec, Inc.	05/16/2023	Management	1	Yes	Elect Director Ernst N. Csiszar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jorge Mas, Ernst Csiszar and Julia Johnson are warranted for lack of a majority independent board. WITHHOLD votes for Ernst Csiszar and Julia Johnson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Ernst Csiszar and Julia Johnson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/16/2023	Management	2	Yes	Elect Director Julia L. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jorge Mas, Ernst Csiszar and Julia Johnson are warranted for lack of a majority independent board. WITHHOLD votes for Ernst Csiszar and Julia Johnson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Ernst Csiszar and Julia Johnson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/16/2023	Management	3	Yes	Elect Director Jorge Mas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jorge Mas, Ernst Csiszar and Julia Johnson are warranted for lack of a majority independent board. WITHHOLD votes for Ernst Csiszar and Julia Johnson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Ernst Csiszar and Julia Johnson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/16/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MasTec, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a single trigger change in control provision; * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change in control; and * The company provided an excessive automobile perquisite to the CEO.
MasTec, Inc.	05/16/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mastech Digital, Inc.	05/10/2023	Management	1	Yes	Elect Director John Ausura	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Ausura and Brenda Galilee are warranted for lack of a majority independent board. WITHHOLD votes for John Ausura and Brenda Galilee are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Ausura and Brenda Galilee are warranted for neglecting to include auditor ratification on the proxy ballot.
Mastech Digital, Inc.	05/10/2023	Management	2	Yes	Elect Director Brenda Galilee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Ausura and Brenda Galilee are warranted for lack of a majority independent board. WITHHOLD votes for John Ausura and Brenda Galilee are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Ausura and Brenda Galilee are warranted for neglecting to include auditor ratification on the proxy ballot.

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Mastech Digital, Inc.	05/10/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan has a liberal change-in-control ("CIC") vesting risk (overriding factor) and provides for option reloads (overriding factor). * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.33 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Mastech Digital, Inc.	05/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * Long-term awards granted in the most recent fiscal year lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Matador Resources Company	06/09/2023	Management	1	Yes	Elect Director Joseph Wm. Foran	For	For	For	For	Votes FOR all director nominees are warranted.
Matador Resources Company	06/09/2023	Management	2	Yes	Elect Director Reynald A. Baribault	For	For	For	For	Votes FOR all director nominees are warranted.
Matador Resources Company	06/09/2023	Management	3	Yes	Elect Director Timothy E. Parker	For	For	For	For	Votes FOR all director nominees are warranted.
Matador Resources Company	06/09/2023	Management	4	Yes	Elect Director Shelley F. Appel	For	For	For	For	Votes FOR all director nominees are warranted.
Matador Resources Company	06/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Matador Resources Company	06/09/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Materion Corporation	05/17/2023	Management	1	Yes	Elect Director Vinod M. Khilnani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	2	Yes	Elect Director Emily M. Liggett	For	For	For	For	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	3	Yes	Elect Director Robert J. Phillippy	For	For	For	For	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	4	Yes	Elect Director Patrick Prevost	For	For	For	For	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Materion Corporation	05/17/2023	Management	5	Yes	Elect Director N. Mohan Reddy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	6	Yes	Elect Director Craig S. Shular	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	7	Yes	Elect Director Darlene J. S. Solomon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	8	Yes	Elect Director Robert B. Toth	For	For	For	For	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	9	Yes	Elect Director Jugal K. Vijayvargiya	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vinod Khilnani, Jugal Vijayvargiya, N. Mohan Reddy, Craig Shular and Darlene Solomon are warranted for lack of a majority independent board. WITHHOLD votes for Vinod Khilnani, N. Mohan Reddy, Craig Shular and Darlene Solomon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Materion Corporation	05/17/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Materion Corporation	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Materion Corporation	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mativ Holdings, Inc.	04/20/2023	Management	1	Yes	Elect Director William M. Cook	For	For	For	For	A vote FOR all director nominees is warranted.
Mativ Holdings, Inc.	04/20/2023	Management	2	Yes	Elect Director Jeffrey J. Keenan	For	For	For	For	A vote FOR all director nominees is warranted.
Mativ Holdings, Inc.	04/20/2023	Management	3	Yes	Elect Director Marco Levi	For	For	For	For	A vote FOR all director nominees is warranted.
Mativ Holdings, Inc.	04/20/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mativ Holdings, Inc.	04/20/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mativ Holdings, Inc.	04/20/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Matson, Inc.	04/27/2023	Management	1	Yes	Elect Director Meredith J. Ching	For	For	For	For	WITHHOLD votes for Thomas (Tom) Fargo and Constance Lau are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/27/2023	Management	2	Yes	Elect Director Matthew J. Cox	For	For	For	For	WITHHOLD votes for Thomas (Tom) Fargo and Constance Lau are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/27/2023	Management	3	Yes	Elect Director Thomas B. Fargo	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Fargo and Constance Lau are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/27/2023	Management	4	Yes	Elect Director Mark H. Fukunaga	For	For	For	For	WITHHOLD votes for Thomas (Tom) Fargo and Constance Lau are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/27/2023	Management	5	Yes	Elect Director Stanley M. Kuriyama	For	For	For	For	WITHHOLD votes for Thomas (Tom) Fargo and Constance Lau are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/27/2023	Management	6	Yes	Elect Director Constance H. Lau	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Fargo and Constance Lau are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/27/2023	Management	7	Yes	Elect Director Jenai S. Wall	For	For	For	For	WITHHOLD votes for Thomas (Tom) Fargo and Constance Lau are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Matson, Inc.	04/27/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are identified at this time.
Matson, Inc.	04/27/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Matson, Inc.	04/27/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Matthews International Corporation	02/16/2023	Management	1	Yes	Elect Director Gregory S. Babe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Babe and David Schawk are warranted for lack of a majority independent board. A vote FOR Aleta W. Richards is warranted.
Matthews International Corporation	02/16/2023	Management	2	Yes	Elect Director Aleta W. Richards	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory (Greg) Babe and David Schawk are warranted for lack of a majority independent board. A vote FOR Aleta W. Richards is warranted.
Matthews International Corporation	02/16/2023	Management	3	Yes	Elect Director David A. Schawk	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Babe and David Schawk are warranted for lack of a majority independent board. A vote FOR Aleta W. Richards is warranted.
Matthews International Corporation	02/16/2023	Management	4	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Matthews International Corporation	02/16/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Matthews International Corporation	02/16/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Matthews International Corporation	02/16/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Maxar Technologies Inc.	04/19/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Although the board did not conduct an auction process, the offer represents a premium of 129.4 percent to the unaffected price, the cash consideration provides liquidity and certainty of value, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date.
Maxar Technologies Inc.	04/19/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable, the majority of NEOs' equity, including a portion of recent awards, will be accelerated upon consummation of the merger.
Maxar Technologies Inc.	04/19/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR the adjournment proposal is warranted, as the underlying transaction (Item 1) merits support.
MAXIMUS, Inc.	03/14/2023	Management	1	Yes	Elect Director Anne K. Altman	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	2	Yes	Elect Director Bruce L. Caswell	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	3	Yes	Elect Director John J. Haley	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	4	Yes	Elect Director Jan D. Madsen	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	5	Yes	Elect Director Richard A. Montoni	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	6	Yes	Elect Director Gayathri Rajan	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	7	Yes	Elect Director Raymond B. Ruddy	For	For	Against	Against	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	8	Yes	Elect Director Michael J. Warren	For	For	For	For	Votes AGAINST Raymond Ruddy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MAXIMUS, Inc.	03/14/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MAXIMUS, Inc.	03/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MAXIMUS, Inc.	03/14/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MaxLinear, Inc.	05/10/2023	Management	1	Yes	Elect Director Albert J. Moyer	For	For	Against	Against	Votes AGAINST Albert (Bert) Moyer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MaxLinear, Inc.	05/10/2023	Management	2	Yes	Elect Director Theodore L. Tewksbury	For	For	For	For	Votes AGAINST Albert (Bert) Moyer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MaxLinear, Inc.	05/10/2023	Management	3	Yes	Elect Director Carolyn D. Beaver	For	For	For	For	Votes AGAINST Albert (Bert) Moyer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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MaxLinear, Inc.	05/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MaxLinear, Inc.	05/10/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MaxLinear, Inc.	05/10/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
MaxLinear, Inc.	05/10/2023	Management	7	Yes	Amend Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
McGrath RentCorp	06/07/2023	Management	1	Yes	Elect Director Nicolas C. Anderson	For	For	For	For	WITHHOLD votes for William Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
McGrath RentCorp	06/07/2023	Management	2	Yes	Elect Director Kimberly A. Box	For	For	For	For	WITHHOLD votes for William Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
McGrath RentCorp	06/07/2023	Management	3	Yes	Elect Director Smita Conjeevaram	For	For	For	For	WITHHOLD votes for William Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
McGrath RentCorp	06/07/2023	Management	4	Yes	Elect Director William J. Dawson	For	For	Withhold	Withhold	WITHHOLD votes for William Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
McGrath RentCorp	06/07/2023	Management	5	Yes	Elect Director Elizabeth A. Fetter	For	For	For	For	WITHHOLD votes for William Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
McGrath RentCorp	06/07/2023	Management	6	Yes	Elect Director Joseph F. Hanna	For	For	For	For	WITHHOLD votes for William Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
McGrath RentCorp	06/07/2023	Management	7	Yes	Elect Director Bradley M. Shuster	For	For	For	For	WITHHOLD votes for William Dawson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
McGrath RentCorp	06/07/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
McGrath RentCorp	06/07/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
McGrath RentCorp	06/07/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MDU Resources Group, Inc.	05/09/2023	Management	1	Yes	Elect Director German Carmona Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	2	Yes	Elect Director Thomas Everist	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MDU Resources Group, Inc.	05/09/2023	Management	3	Yes	Elect Director Karen B. Fagg	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	4	Yes	Elect Director David L. Goodin	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	5	Yes	Elect Director Dennis W. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	6	Yes	Elect Director Patricia L. Moss	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	7	Yes	Elect Director Dale S. Rosenthal	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	8	Yes	Elect Director Edward A. Ryan	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	9	Yes	Elect Director David M. Sparby	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	10	Yes	Elect Director Chenxi Wang	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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MDU Resources Group, Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MDU Resources Group, Inc.	05/09/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medpace Holdings, Inc.	05/19/2023	Management	1	Yes	Elect Director Brian T. Carley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Brian Carley and Robert Kraft: * for lack of sufficient responsiveness to shareholder concerns following director Ashley Keating's failure to receive majority support in 2022; and * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Femida H. Gwadry-Sridhar is warranted.
Medpace Holdings, Inc.	05/19/2023	Management	2	Yes	Elect Director Femida H. Gwadry-Sridhar	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Brian Carley and Robert Kraft: * for lack of sufficient responsiveness to shareholder concerns following director Ashley Keating's failure to receive majority support in 2022; and * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Femida H. Gwadry-Sridhar is warranted.
Medpace Holdings, Inc.	05/19/2023	Management	3	Yes	Elect Director Robert O. Kraft	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Brian Carley and Robert Kraft: * for lack of sufficient responsiveness to shareholder concerns following director Ashley Keating's failure to receive majority support in 2022; and * given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Femida H. Gwadry-Sridhar is warranted.
Medpace Holdings, Inc.	05/19/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medpace Holdings, Inc.	05/19/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MEI Pharma, Inc.	01/05/2023	Management	1	Yes	Elect Director Thomas C. Reynolds	For	For	For	For	A vote FOR Thomas C. Reynolds is warranted.
MEI Pharma, Inc.	01/05/2023	Management	2	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.96 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MEI Pharma, Inc.	01/05/2023	Management	3	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the reverse stock split may enable the company to maintain the listing of its common stock on the Nasdaq Capital Market.
MEI Pharma, Inc.	01/05/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns and compensation practices appear reasonable relative to the industry's best practice standards.
MEI Pharma, Inc.	01/05/2023	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MeiraGTx Holdings Plc	06/08/2023	Management	1	Yes	Elect Director Ellen Hukkelhoven	For	For	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Ellen Hukkelhoven, Nicole Seligman, and Debra Yu due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions, and lacks risk mitigating provisions. In addition, equity awards to the CEO lack any performance-contingent pay elements.

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MeiraGTx Holdings Plc	06/08/2023	Management	2	Yes	Elect Director Nicole Seligman	For	For	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Ellen Hukkelhoven, Nicole Seligman, and Debra Yu due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions, and lacks risk mitigating provisions. In addition, equity awards to the CEO lack any performance-contingent pay elements.
MeiraGTx Holdings Plc	06/08/2023	Management	3	Yes	Elect Director Debra Yu	For	For	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Ellen Hukkelhoven, Nicole Seligman, and Debra Yu due to concerns regarding the company's compensation practices. The company maintains legacy agreements that contain problematic change-in-control provisions, and lacks risk mitigating provisions. In addition, equity awards to the CEO lack any performance-contingent pay elements.
MeiraGTx Holdings Plc	06/08/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-audit fees represent more than 25 percent of total fees paid.
Mercantile Bank Corporation	05/25/2023	Management	1	Yes	Elect Director David M. Cassard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Price, Robert Kaminski Jr. and David Cassard are warranted for lack of a majority independent board. WITHHOLD votes for David Cassard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercantile Bank Corporation	05/25/2023	Management	2	Yes	Elect Director Michael S. Davenport	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Price, Robert Kaminski Jr. and David Cassard are warranted for lack of a majority independent board. WITHHOLD votes for David Cassard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercantile Bank Corporation	05/25/2023	Management	3	Yes	Elect Director Michelle L. Eldridge	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Price, Robert Kaminski Jr. and David Cassard are warranted for lack of a majority independent board. WITHHOLD votes for David Cassard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercantile Bank Corporation	05/25/2023	Management	4	Yes	Elect Director Robert B. Kaminski, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Price, Robert Kaminski Jr. and David Cassard are warranted for lack of a majority independent board. WITHHOLD votes for David Cassard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercantile Bank Corporation	05/25/2023	Management	5	Yes	Elect Director Michael H. Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Price, Robert Kaminski Jr. and David Cassard are warranted for lack of a majority independent board. WITHHOLD votes for David Cassard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercantile Bank Corporation	05/25/2023	Management	6	Yes	Elect Director David B. Ramaker	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Price, Robert Kaminski Jr. and David Cassard are warranted for lack of a majority independent board. WITHHOLD votes for David Cassard are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Mercantile Bank Corporation	05/25/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mercantile Bank Corporation	05/25/2023	Management	8	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Mercantile Bank Corporation	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Mercer International Inc.	05/31/2023	Management	1	Yes	Elect Director Jimmy S.H. Lee	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	2	Yes	Elect Director Juan Carlos Bueno	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	3	Yes	Elect Director William D. McCartney	For	For	Against	Against	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	4	Yes	Elect Director James Shepherd	For	For	Against	Against	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	5	Yes	Elect Director Alan C. Wallace	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	6	Yes	Elect Director Linda J. Welty	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	7	Yes	Elect Director Rainer Rettig	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	8	Yes	Elect Director Alice Laberge	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	9	Yes	Elect Director Janine North	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	10	Yes	Elect Director Torbjorn Loof	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	11	Yes	Elect Director Thomas Kevin Corrick	For	For	For	For	Votes AGAINST William (Bill) McCartney and James Shepherd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercer International Inc.	05/31/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mercer International Inc.	05/31/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Mercer International Inc.	05/31/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Merchants Bancorp	05/18/2023	Management	1	Yes	Elect Director Michael F. Petrie	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	2	Yes	Elect Director Randall D. Rogers	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	3	Yes	Elect Director Tamika D. Catchings	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	4	Yes	Elect Director Thomas W. Dinwiddie	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	5	Yes	Elect Director Michael J. Dunlap	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	6	Yes	Elect Director Scott A. Evans	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	7	Yes	Elect Director Sue Anne Gilroy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	8	Yes	Elect Director Andrew A. Juster	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	9	Yes	Elect Director Patrick D. O'Brien	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.

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Merchants Bancorp	05/18/2023	Management	10	Yes	Elect Director Anne E. Sellers	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	11	Yes	Elect Director David N. Shane	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Andrew Juster, Tamika Catchings, Sue Gilroy, Patrick O'Brien, Anne Sellers, and David Shane for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. Votes FOR the remaining nominees are warranted.
Merchants Bancorp	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. * An NEO's pay was excessive due to outsized bonuses resulting from an uncapped bonus structure. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control.
Merchants Bancorp	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Merchants Bancorp	05/18/2023	Management	14	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mercury General Corporation	05/10/2023	Management	1	Yes	Elect Director George Joseph	For	For	Against	Against	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercury General Corporation	05/10/2023	Management	2	Yes	Elect Director Martha E. Marcon	For	For	Against	Against	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercury General Corporation	05/10/2023	Management	3	Yes	Elect Director Joshua E. Little	For	For	For	For	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercury General Corporation	05/10/2023	Management	4	Yes	Elect Director Gabriel Tirador	For	For	Against	Against	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercury General Corporation	05/10/2023	Management	5	Yes	Elect Director James G. Ellis	For	For	For	For	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Mercury General Corporation	05/10/2023	Management	6	Yes	Elect Director George G. Brauneegg	For	For	For	For	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercury General Corporation	05/10/2023	Management	7	Yes	Elect Director Ramona L. Cappello	For	For	For	For	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercury General Corporation	05/10/2023	Management	8	Yes	Elect Director Vicky Wai Yee Joseph	For	For	Against	Against	Votes AGAINST non-independent nominees George Joseph, Gabriel Tirador, Martha Marcon and Wai Yee (Vicky) Joseph are warranted for lack of a majority independent board. Votes AGAINST Martha Marcon are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mercury General Corporation	05/10/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Mercury General Corporation	05/10/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mercury General Corporation	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Merit Medical Systems, Inc.	05/18/2023	Management	1	Yes	Elect Director Lonny J. Carpenter	For	For	For	For	A vote FOR all director nominees is warranted.
Merit Medical Systems, Inc.	05/18/2023	Management	2	Yes	Elect Director David K. Floyd	For	For	For	For	A vote FOR all director nominees is warranted.
Merit Medical Systems, Inc.	05/18/2023	Management	3	Yes	Elect Director Lynne N. Ward	For	For	For	For	A vote FOR all director nominees is warranted.
Merit Medical Systems, Inc.	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Merit Medical Systems, Inc.	05/18/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Merit Medical Systems, Inc.	05/18/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mesa Air Group, Inc.	02/23/2023	Management	1	Yes	Elect Director Ellen N. Artist	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, Daniel McHugh, and Spyridon (Don) Skiados are warranted given the board's failure to acknowledge and respond to director Spyridon Skiados' lack of majority support last year or address the underlying cause of the high level of dissenting votes. WITHHOLD votes for Compensation Committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are further warranted due to the company's problematic compensation practices, including the lack of pre-set metrics and goals for the CEO's bonus and equity awards, the absence of several risk-mitigators, and the provision of excise tax gross-up payments and guaranteed time-based equity grant over multiple years in employment agreements.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mesa Air Group, Inc.	02/23/2023	Management	2	Yes	Elect Director Mitchell I. Gordon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, Daniel McHugh, and Spyridon (Don) Skiados are warranted given the board's failure to acknowledge and respond to director Spyridon Skiados' lack of majority support last year or address the underlying cause of the high level of dissenting votes. WITHHOLD votes for Compensation Committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are further warranted due to the company's problematic compensation practices, including the lack of pre-set metrics and goals for the CEO's bonus and equity awards, the absence of several risk-mitigators, and the provision of excise tax gross-up payments and guaranteed time-based equity grant over multiple years in employment agreements.
Mesa Air Group, Inc.	02/23/2023	Management	3	Yes	Elect Director Dana J. Lockhart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, Daniel McHugh, and Spyridon (Don) Skiados are warranted given the board's failure to acknowledge and respond to director Spyridon Skiados' lack of majority support last year or address the underlying cause of the high level of dissenting votes. WITHHOLD votes for Compensation Committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are further warranted due to the company's problematic compensation practices, including the lack of pre-set metrics and goals for the CEO's bonus and equity awards, the absence of several risk-mitigators, and the provision of excise tax gross-up payments and guaranteed time-based equity grant over multiple years in employment agreements.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mesa Air Group, Inc.	02/23/2023	Management	4	Yes	Elect Director Daniel J. McHugh	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, Daniel McHugh, and Spyridon (Don) Skiados are warranted given the board's failure to acknowledge and respond to director Spyridon Skiados' lack of majority support last year or address the underlying cause of the high level of dissenting votes. WITHHOLD votes for Compensation Committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are further warranted due to the company's problematic compensation practices, including the lack of pre-set metrics and goals for the CEO's bonus and equity awards, the absence of several risk-mitigators, and the provision of excise tax gross-up payments and guaranteed time-based equity grant over multiple years in employment agreements.
Mesa Air Group, Inc.	02/23/2023	Management	5	Yes	Elect Director Jonathan G. Ornstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, Daniel McHugh, and Spyridon (Don) Skiados are warranted given the board's failure to acknowledge and respond to director Spyridon Skiados' lack of majority support last year or address the underlying cause of the high level of dissenting votes. WITHHOLD votes for Compensation Committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are further warranted due to the company's problematic compensation practices, including the lack of pre-set metrics and goals for the CEO's bonus and equity awards, the absence of several risk-mitigators, and the provision of excise tax gross-up payments and guaranteed time-based equity grant over multiple years in employment agreements.

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Mesa Air Group, Inc.	02/23/2023	Management	6	Yes	Elect Director Harvey W. Schiller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, Daniel McHugh, and Spyridon (Don) Skiados are warranted given the board's failure to acknowledge and respond to director Spyridon Skiados' lack of majority support last year or address the underlying cause of the high level of dissenting votes. WITHHOLD votes for Compensation Committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are further warranted due to the company's problematic compensation practices, including the lack of pre-set metrics and goals for the CEO's bonus and equity awards, the absence of several risk-mitigators, and the provision of excise tax gross-up payments and guaranteed time-based equity grant over multiple years in employment agreements.
Mesa Air Group, Inc.	02/23/2023	Management	7	Yes	Elect Director Spyridon P. Skiados	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are warranted for lack of a majority independent board. WITHHOLD votes for Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart and Spyridon (Don) Skiados are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Jonathan Ornstein, Harvey Schiller, Ellen Artist, Mitchell Gordon, Dana Lockhart, Daniel McHugh, and Spyridon (Don) Skiados are warranted given the board's failure to acknowledge and respond to director Spyridon Skiados' lack of majority support last year or address the underlying cause of the high level of dissenting votes. WITHHOLD votes for Compensation Committee members Harvey Schiller, Mitchell Gordon, and Daniel McHugh are further warranted due to the company's problematic compensation practices, including the lack of pre-set metrics and goals for the CEO's bonus and equity awards, the absence of several risk-mitigators, and the provision of excise tax gross-up payments and guaranteed time-based equity grant over multiple years in employment agreements.
Mesa Air Group, Inc.	02/23/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MetroCity Bankshares, Inc.	05/18/2023	Management	1	Yes	Elect Director Frank Glover	For	For	Against	Against	A vote AGAINST governance committee chair Francis Lai is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Nack Paek, Frank Glover and Francis Lai are warranted for lack of a majority independent board. Votes AGAINST Francis Lai are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members William J. Hungeling and Francis Lai are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards.
MetroCity Bankshares, Inc.	05/18/2023	Management	2	Yes	Elect Director William J. Hungeling	For	For	Against	Against	A vote AGAINST governance committee chair Francis Lai is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Nack Paek, Frank Glover and Francis Lai are warranted for lack of a majority independent board. Votes AGAINST Francis Lai are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members William J. Hungeling and Francis Lai are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards.
MetroCity Bankshares, Inc.	05/18/2023	Management	3	Yes	Elect Director Francis Lai	For	Against	Against	Against	A vote AGAINST governance committee chair Francis Lai is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Nack Paek, Frank Glover and Francis Lai are warranted for lack of a majority independent board. Votes AGAINST Francis Lai are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members William J. Hungeling and Francis Lai are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MetroCity Bankshares, Inc.	05/18/2023	Management	4	Yes	Elect Director Nack Y. Paek	For	For	Against	Against	A vote AGAINST governance committee chair Francis Lai is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. Votes AGAINST non-independent nominees Nack Paek, Frank Glover and Francis Lai are warranted for lack of a majority independent board. Votes AGAINST Francis Lai are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members William J. Hungeling and Francis Lai are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards.
MetroCity Bankshares, Inc.	05/18/2023	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGE Energy, Inc.	05/16/2023	Management	1	Yes	Elect Director James G. Berbee	For	For	For	For	WITHHOLD votes for non-independent nominees Londa Dewey and Thomas Stolper are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Stolper are also warranted for serving as a non-independent member of a key board committee. A vote FOR James G. Berbee is warranted.
MGE Energy, Inc.	05/16/2023	Management	2	Yes	Elect Director Londa J. Dewey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Londa Dewey and Thomas Stolper are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Stolper are also warranted for serving as a non-independent member of a key board committee. A vote FOR James G. Berbee is warranted.
MGE Energy, Inc.	05/16/2023	Management	3	Yes	Elect Director Thomas R. Stolper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Londa Dewey and Thomas Stolper are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Stolper are also warranted for serving as a non-independent member of a key board committee. A vote FOR James G. Berbee is warranted.
MGE Energy, Inc.	05/16/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGE Energy, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision.
MGE Energy, Inc.	05/16/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MGIC Investment Corporation	04/27/2023	Management	1	Yes	Elect Director Analisa M. Allen	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	2	Yes	Elect Director Daniel A. Arrigoni	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	3	Yes	Elect Director C. Edward Chaplin	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	4	Yes	Elect Director Curt S. Culver	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MGIC Investment Corporation	04/27/2023	Management	5	Yes	Elect Director Jay C. Hartzell	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	6	Yes	Elect Director Timothy A. Holt	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	7	Yes	Elect Director Jodeen A. Kozlak	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	8	Yes	Elect Director Michael E. Lehman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	9	Yes	Elect Director Teresita M. Lowman	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	10	Yes	Elect Director Timothy J. Matke	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	11	Yes	Elect Director Sheryl L. Sculley	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	12	Yes	Elect Director Mark M. Zandi	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MGIC Investment Corporation	04/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MGIC Investment Corporation	04/27/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGP Ingredients, Inc.	05/25/2023	Management	1	Yes	Elect Director Thomas A. Gerke	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/25/2023	Management	2	Yes	Elect Director Donn Lux	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/25/2023	Management	3	Yes	Elect Director Kevin S. Rauckman	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/25/2023	Management	4	Yes	Elect Director Todd B. Siwak	For	For	For	For	A vote FOR all director nominees is warranted.
MGP Ingredients, Inc.	05/25/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGP Ingredients, Inc.	05/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MGP Ingredients, Inc.	05/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mid Penn Bancorp, Inc.	04/25/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale appears sound, and the merger is expected to generate cost savings and be accretive to earnings. As such, support FOR the proposed transaction is warranted.
Mid Penn Bancorp, Inc.	04/25/2023	Management	2	Yes	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.
Mid Penn Bancorp, Inc.	04/25/2023	Management	3	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Mid Penn Bancorp, Inc.	04/25/2023	Management	4	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.

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Mid Penn Bancorp, Inc.	05/09/2023	Management	1	Yes	Elect Director Robert C. Grubic	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Robert Grubic are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubic are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid Penn Bancorp, Inc.	05/09/2023	Management	2	Yes	Elect Director Brian A. Hudson, Sr.	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Grubic are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubic are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid Penn Bancorp, Inc.	05/09/2023	Management	3	Yes	Elect Director John E. Noone	For	For	For	For	WITHHOLD votes for non-independent nominee Robert Grubic are warranted for lack of a majority independent board. WITHHOLD votes for Robert Grubic are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid Penn Bancorp, Inc.	05/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
Mid Penn Bancorp, Inc.	05/09/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mid Penn Bancorp, Inc.	05/09/2023	Management	6	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Mid Penn Bancorp, Inc.	05/09/2023	Management	7	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Middlesex Water Company	05/23/2023	Management	1	Yes	Elect Director Joshua Bershad	For	For	For	For	WITHHOLD votes for non-independent nominee James Cosgrove Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Middlesex Water Company	05/23/2023	Management	2	Yes	Elect Director James F. Cosgrove, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee James Cosgrove Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Middlesex Water Company	05/23/2023	Management	3	Yes	Elect Director Vaughn L. McKoy	For	For	For	For	WITHHOLD votes for non-independent nominee James Cosgrove Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Middlesex Water Company	05/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions and excessive severance basis.
Middlesex Water Company	05/23/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Middlesex Water Company	05/23/2023	Management	6	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Midland States Bancorp, Inc.	05/01/2023	Management	1	Yes	Elect Director Jennifer L. DiMotta	For	Against	Against	Against	Votes AGAINST non-independent nominees Jeffrey Smith, Jeffrey Ludwig and Richard Ramos are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Smith and Richard Ramos are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey Smith and Jennifer DiMotta are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Midland States Bancorp, Inc.	05/01/2023	Management	2	Yes	Elect Director Jeffrey G. Ludwig	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Smith, Jeffrey Ludwig and Richard Ramos are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Smith and Richard Ramos are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey Smith and Jennifer DiMotta are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Midland States Bancorp, Inc.	05/01/2023	Management	3	Yes	Elect Director Richard T. Ramos	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Smith, Jeffrey Ludwig and Richard Ramos are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Smith and Richard Ramos are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey Smith and Jennifer DiMotta are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Midland States Bancorp, Inc.	05/01/2023	Management	4	Yes	Elect Director Jeffrey C. Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees Jeffrey Smith, Jeffrey Ludwig and Richard Ramos are warranted for lack of a majority independent board. Votes AGAINST Jeffrey Smith and Richard Ramos are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey Smith and Jennifer DiMotta are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Midland States Bancorp, Inc.	05/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Midland States Bancorp, Inc.	05/01/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Midland States Bancorp, Inc.	05/01/2023	Management	7	Yes	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the purchase price, shares reserved, and offering period are reasonable.
Midland States Bancorp, Inc.	05/01/2023	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
MidWestOne Financial Group, Inc.	04/27/2023	Management	1	Yes	Elect Director Larry D. Albert	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Larry Albert, Charles Funk, Douglas Greeff, and Jennifer Hauschildt for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee Charles (Chip) Reeves is warranted.

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MidWestOne Financial Group, Inc.	04/27/2023	Management	2	Yes	Elect Director Charles N. Funk	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Larry Albert, Charles Funk, Douglas Greeff, and Jennifer Hauschildt for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee Charles (Chip) Reeves is warranted.
MidWestOne Financial Group, Inc.	04/27/2023	Management	3	Yes	Elect Director Douglas H. Greeff	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Larry Albert, Charles Funk, Douglas Greeff, and Jennifer Hauschildt for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee Charles (Chip) Reeves is warranted.
MidWestOne Financial Group, Inc.	04/27/2023	Management	4	Yes	Elect Director Jennifer L. Hauschildt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Larry Albert, Charles Funk, Douglas Greeff, and Jennifer Hauschildt for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee Charles (Chip) Reeves is warranted.
MidWestOne Financial Group, Inc.	04/27/2023	Management	5	Yes	Elect Director Charles N. Reeves	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Larry Albert, Charles Funk, Douglas Greeff, and Jennifer Hauschildt for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominee Charles (Chip) Reeves is warranted.
MidWestOne Financial Group, Inc.	04/27/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
MidWestOne Financial Group, Inc.	04/27/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MidWestOne Financial Group, Inc.	04/27/2023	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	1	Yes	Elect Director Seth H.Z. Fischer	For	For	Withhold	Withhold	WITHHOLD votes for Seth Fischer are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	2	Yes	Elect Director Lisa M. Giles	For	For	For	For	WITHHOLD votes for Seth Fischer are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	3	Yes	Elect Director Debra K. Liebert	For	For	For	For	WITHHOLD votes for Seth Fischer are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	4	Yes	Elect Director Joseph Oliveto	For	For	For	For	WITHHOLD votes for Seth Fischer are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	5	Yes	Elect Director Richard Pasternak	For	For	For	For	WITHHOLD votes for Seth Fischer are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	6	Yes	Elect Director Michael Tomsicek	For	For	For	For	WITHHOLD votes for Seth Fischer are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	7	Yes	Elect Director Robert J. Wills	For	For	For	For	WITHHOLD votes for Seth Fischer are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Milestone Pharmaceuticals Inc.	06/07/2023	Management	8	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Miller Industries, Inc.	05/26/2023	Management	1	Yes	Elect Director Theodore H. Ashford, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	05/26/2023	Management	2	Yes	Elect Director A. Russell Chandler, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	05/26/2023	Management	3	Yes	Elect Director Peter Jackson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Miller Industries, Inc.	05/26/2023	Management	4	Yes	Elect Director William G. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	05/26/2023	Management	5	Yes	Elect Director William G. Miller, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	05/26/2023	Management	6	Yes	Elect Director Javier Reyes	For	For	For	For	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.

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Miller Industries, Inc.	05/26/2023	Management	7	Yes	Elect Director Richard H. Roberts	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	05/26/2023	Management	8	Yes	Elect Director Jill Sutton	For	For	For	For	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	05/26/2023	Management	9	Yes	Elect Director Susan Sweeney	For	For	For	For	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.

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Miller Industries, Inc.	05/26/2023	Management	10	Yes	Elect Director Leigh Walton	For	For	For	For	WITHHOLD votes for non-independent nominees William G. Miller, William G. Miller II, Theodore (Ted) Ashford III, A. Russell Chandler III, Peter Jackson and Richard Roberts are warranted for lack of a majority independent board. WITHHOLD votes for Theodore (Ted) Ashford III, A. Russell Chandler III and Richard Roberts are also warranted for serving as non-independent members of a key board committee. A cautionary vote FOR governance committee chair, Leigh Walton, is warranted. The company appears to have responded to the underlying concern that led the low level of support for Theodore Ashford III's re-election at the 2022 annual meeting. However, the company did not acknowledge the low level of support in its proxy materials nor disclose whether it had engaged with shareholder following the 2022 annual meeting. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	05/26/2023	Management	11	Yes	Approve Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Miller Industries, Inc.	05/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Miller Industries, Inc.	05/26/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Miller Industries, Inc.	05/26/2023	Management	14	Yes	Ratify Elliott Davis, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Minerals Technologies Inc.	05/17/2023	Management	1	Yes	Elect Director Joseph C. Breunig	For	For	For	For	A vote FOR all director nominees is warranted.
Minerals Technologies Inc.	05/17/2023	Management	2	Yes	Elect Director Alison A. Deans	For	For	For	For	A vote FOR all director nominees is warranted.
Minerals Technologies Inc.	05/17/2023	Management	3	Yes	Elect Director Franklin L. Feder	For	For	For	For	A vote FOR all director nominees is warranted.
Minerals Technologies Inc.	05/17/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Minerals Technologies Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although long-term incentives are predominantly time-vesting, long-term cash awards utilize a multi-year performance period with forward-looking goals disclosed. Moreover, annual incentives are predominantly based on pre-set financial metrics, with annual bonuses and closing-cycle long-term cash awards each paid out below target, in line with performance.
Minerals Technologies Inc.	05/17/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mirati Therapeutics, Inc.	05/11/2023	Management	1	Yes	Elect Director Charles M. Baum	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	2	Yes	Elect Director Bruce L.A. Carter	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	3	Yes	Elect Director Julie M. Cherrington	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	4	Yes	Elect Director Aaron I. Davis	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	5	Yes	Elect Director Faheem Hasnain	For	For	Withhold	Withhold	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Mirati Therapeutics, Inc.	05/11/2023	Management	6	Yes	Elect Director Craig Johnson	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	7	Yes	Elect Director Maya Martinez-Davis	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	8	Yes	Elect Director David Meek	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	9	Yes	Elect Director Shalini Sharp	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were earned below target and are based on pre-set objective measures, and half of the equity awards are performance-conditioned.
Mirati Therapeutics, Inc.	05/11/2023	Management	11	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Mirati Therapeutics, Inc.	05/11/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
MISTRAS Group, Inc.	05/22/2023	Management	1	Yes	Elect Director Dennis Bertolotti	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	2	Yes	Elect Director Nicholas DeBenedictis	For	For	For	For	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	3	Yes	Elect Director James J. Forese	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	4	Yes	Elect Director Richard H. Glanton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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MISTRAS Group, Inc.	05/22/2023	Management	5	Yes	Elect Director Michelle J. Lohmeier	For	For	For	For	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	6	Yes	Elect Director Charles P. Pizzi	For	For	For	For	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	7	Yes	Elect Director Manuel N. Stamatakis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	8	Yes	Elect Director Sotirios J. Vahaviolos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Sotirios Vahaviolos, Dennis Bertolotti, Manuel Stamatakis, James Forese and Richard Glanton are warranted for lack of a majority independent board. WITHHOLD votes for Manuel Stamatakis, James Forese and Richard Glanton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
MISTRAS Group, Inc.	05/22/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MISTRAS Group, Inc.	05/22/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MKS Instruments, Inc.	05/16/2023	Management	1	Yes	Elect Director Peter J. Cannone, III	For	For	For	For	A vote FOR all director nominees is warranted.
MKS Instruments, Inc.	05/16/2023	Management	2	Yes	Elect Director Joseph B. Donahue	For	For	For	For	A vote FOR all director nominees is warranted.
MKS Instruments, Inc.	05/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
MKS Instruments, Inc.	05/16/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MKS Instruments, Inc.	05/16/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moelis & Company	06/08/2023	Management	1	Yes	Elect Director Kenneth Moelis	For	For	For	For	Votes AGAINST incumbent governance committee members John Allison IV and Kenneth Shropshire are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/08/2023	Management	2	Yes	Elect Director Eric Cantor	For	For	For	For	Votes AGAINST incumbent governance committee members John Allison IV and Kenneth Shropshire are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.

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Moelis & Company	06/08/2023	Management	3	Yes	Elect Director John A. Allison, IV	For	Against	Against	Against	Votes AGAINST incumbent governance committee members John Allison IV and Kenneth Shropshire are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/08/2023	Management	4	Yes	Elect Director Kenneth L. Shropshire	For	Against	Against	Against	Votes AGAINST incumbent governance committee members John Allison IV and Kenneth Shropshire are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/08/2023	Management	5	Yes	Elect Director Laila Worrell	For	For	For	For	Votes AGAINST incumbent governance committee members John Allison IV and Kenneth Shropshire are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Moelis & Company	06/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Moelis & Company	06/08/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Momentive Global Inc.	05/31/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The board appears to have conducted a comprehensive sales process, the offer represents a premium to the unaffected price, the cash consideration provides certainty of value, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date.
Momentive Global Inc.	05/31/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although a portion of the CEO's outstanding equity will be accelerated in connection with the merger, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Momentive Global Inc.	05/31/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this transaction is warranted, as the underlying transaction (Item 1) merits support.
Moog Inc.	01/31/2023	Management	1	Yes	Elect Director Mahesh Narang	For	For	For	For	A vote FOR all director nominees is warranted.
Moog Inc.	01/31/2023	Management	2	Yes	Elect Director Brenda L. Reichelderfer	For	For	For	For	A vote FOR all director nominees is warranted.
Moog Inc.	01/31/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Morphic Holding, Inc.	06/01/2023	Management	1	Yes	Elect Director Norbert Bischofberger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Norbert Bischofberger, Joseph (Joe) Slattery, and Timothy Springer due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Norbert Bischofberger are also warranted for serving on more than two public boards while serving as a CEO of an outside company.
Morphic Holding, Inc.	06/01/2023	Management	2	Yes	Elect Director Joseph P. Slattery	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Norbert Bischofberger, Joseph (Joe) Slattery, and Timothy Springer due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Norbert Bischofberger are also warranted for serving on more than two public boards while serving as a CEO of an outside company.

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Morphic Holding, Inc.	06/01/2023	Management	3	Yes	Elect Director Timothy A. Springer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Norbert Bischofberger, Joseph (Joe) Slattery, and Timothy Springer due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Norbert Bischofberger are also warranted for serving on more than two public boards while serving as a CEO of an outside company.
Morphic Holding, Inc.	06/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Morphic Holding, Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although the company granted its CEO and other NEOs a significant amount of equity awards during the past year, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Morphic Holding, Inc.	06/01/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Movado Group, Inc.	06/22/2023	Management	1	Yes	Elect Director Peter A. Bridgman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.
Movado Group, Inc.	06/22/2023	Management	2	Yes	Elect Director Alex Grinberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.
Movado Group, Inc.	06/22/2023	Management	3	Yes	Elect Director Efraim Grinberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.

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Movado Group, Inc.	06/22/2023	Management	4	Yes	Elect Director Alan H. Howard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.
Movado Group, Inc.	06/22/2023	Management	5	Yes	Elect Director Richard Isserman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.
Movado Group, Inc.	06/22/2023	Management	6	Yes	Elect Director Ann Kirschner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.
Movado Group, Inc.	06/22/2023	Management	7	Yes	Elect Director Maya Peterson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.

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Movado Group, Inc.	06/22/2023	Management	8	Yes	Elect Director Stephen Sadove	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Efraim Grinberg, Alan Howard, Alexander (Alex) Grinberg, and Richard Isserman are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Governance Committee members Peter Bridgman, Ann Kirschner, Maya Peterson, and Stephen Sadove are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Efraim Grinberg are warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Alan Howard and Richard Isserman are also warranted for serving as non-independent members of a key board committee.
Movado Group, Inc.	06/22/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Movado Group, Inc.	06/22/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company paid excessive amounts of automobile and life insurance-related perquisites to the CEO and did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Movado Group, Inc.	06/22/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Movado Group, Inc.	06/22/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan provides for option reloads (overriding factor); * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mr. Cooper Group Inc.	05/11/2023	Management	1	Yes	Elect Director Jay Bray	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/11/2023	Management	2	Yes	Elect Director Busy Burr	For	For	Against	Against	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/11/2023	Management	3	Yes	Elect Director Roy Guthrie	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/11/2023	Management	4	Yes	Elect Director Daniela Jorge	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/11/2023	Management	5	Yes	Elect Director Michael Malone	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Mr. Cooper Group Inc.	05/11/2023	Management	6	Yes	Elect Director Shveta Mujumdar	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/11/2023	Management	7	Yes	Elect Director Tagar Olson	For	For	For	For	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/11/2023	Management	8	Yes	Elect Director Steve Scheiwe	For	For	Against	Against	Votes AGAINST Steven Scheiwe are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Elizabeth (Busy) Burr are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mr. Cooper Group Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mr. Cooper Group Inc.	05/11/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MRC Global Inc.	05/04/2023	Management	1	Yes	Elect Director Deborah G. Adams	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	2	Yes	Elect Director Leonard M. Anthony	For	For	Withhold	Withhold	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	3	Yes	Elect Director George J. Damiris	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	4	Yes	Elect Director Barbara J. Duganier	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	5	Yes	Elect Director Ronald L. Jadin	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	6	Yes	Elect Director Anne McEntee	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	7	Yes	Elect Director Robert J. Saltiel, Jr.	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	8	Yes	Elect Director Robert L. Wood	For	For	For	For	WITHHOLD votes for Leonard Anthony are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MRC Global Inc.	05/04/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. The incentive programs are primarily performance-based. CEO's cash incentives were earned above target with the performance metrics achieving above target, maximum, and below target performance. TSR payouts are also capped upon negative performance.

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MRC Global Inc.	05/04/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSA SAFETY INCORPORATED	05/12/2023	Management	1	Yes	Elect Director William M. Lambert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishan (Nish) Vartanian, William Lambert and Diane Pearse are warranted for lack of a majority independent board.
MSA SAFETY INCORPORATED	05/12/2023	Management	2	Yes	Elect Director Diane M. Pearse	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishan (Nish) Vartanian, William Lambert and Diane Pearse are warranted for lack of a majority independent board.
MSA SAFETY INCORPORATED	05/12/2023	Management	3	Yes	Elect Director Nishan J. Vartanian	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishan (Nish) Vartanian, William Lambert and Diane Pearse are warranted for lack of a majority independent board.
MSA SAFETY INCORPORATED	05/12/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MSA SAFETY INCORPORATED	05/12/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSA SAFETY INCORPORATED	05/12/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MSA SAFETY INCORPORATED	05/12/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	1	Yes	Elect Director Erik Gershwind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	2	Yes	Elect Director Louise Goeser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	3	Yes	Elect Director Mitchell Jacobson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	4	Yes	Elect Director Michael Kaufmann	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	5	Yes	Elect Director Steven Paladino	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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MSC Industrial Direct Co., Inc.	01/25/2023	Management	6	Yes	Elect Director Philip Peller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	7	Yes	Elect Director Rahquel Purcell	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	8	Yes	Elect Director Rudina Seleri	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Mueller Industries, Inc.	05/04/2023	Management	1	Yes	Elect Director Gregory L. Christopher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/04/2023	Management	2	Yes	Elect Director Elizabeth Donovan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/04/2023	Management	3	Yes	Elect Director William C. Drummond	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Mueller Industries, Inc.	05/04/2023	Management	4	Yes	Elect Director Gary S. Gladstein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/04/2023	Management	5	Yes	Elect Director Scott J. Goldman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/04/2023	Management	6	Yes	Elect Director John B. Hansen	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/04/2023	Management	7	Yes	Elect Director Terry Hermanson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/04/2023	Management	8	Yes	Elect Director Charles P. Herzog, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Gregory Christopher, Terry Hermanson, Gary Gladstein and Scott Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Terry Hermanson, Gary Gladstein and Scott Goldman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee chair Elizabeth (Lisa) Donovan are warranted for failure to establish racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Mueller Industries, Inc.	05/04/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mueller Industries, Inc.	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Mueller Industries, Inc.	05/04/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Mueller Water Products, Inc.	02/07/2023	Management	1	Yes	Elect Director Shirley C. Franklin	For	For	Against	Against	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	2	Yes	Elect Director J. Scott Hall	For	For	Against	Against	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	3	Yes	Elect Director Thomas J. Hansen	For	For	Against	Against	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	4	Yes	Elect Director Mark J. O'Brien	For	For	Against	Against	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	5	Yes	Elect Director Christine Ortiz	For	For	For	For	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	6	Yes	Elect Director Jeffery S. Sharritts	For	For	For	For	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	7	Yes	Elect Director Brian L. Slobodow	For	For	For	For	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Mueller Water Products, Inc.	02/07/2023	Management	8	Yes	Elect Director Lydia W. Thomas	For	For	Against	Against	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	9	Yes	Elect Director Michael T. Tokarz	For	For	Against	Against	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	10	Yes	Elect Director Stephen C. Van Arsdell	For	For	For	For	Votes AGAINST non-independent nominees Mark O'Brien, J. Scott Hall, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are warranted for lack of a majority independent board. Votes AGAINST Mark O'Brien, Shirley Franklin, Thomas Hansen, Lydia Thomas and Michael Tokarz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mueller Water Products, Inc.	02/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mueller Water Products, Inc.	02/07/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mueller Water Products, Inc.	02/07/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Murphy Oil Corporation	05/10/2023	Management	1	Yes	Elect Director Claiborne P. Deming	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	2	Yes	Elect Director Lawrence R. Dickerson	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	3	Yes	Elect Director Michelle A. Earley	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	4	Yes	Elect Director Roger W. Jenkins	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	5	Yes	Elect Director Elisabeth W. Keller	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	6	Yes	Elect Director James V. Kelley	For	For	Against	Against	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	7	Yes	Elect Director R. Madison Murphy	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	8	Yes	Elect Director Jeffrey W. Nolan	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Murphy Oil Corporation	05/10/2023	Management	9	Yes	Elect Director Robert N. Ryan, Jr.	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	10	Yes	Elect Director Laura A. Sugg	For	For	For	For	Votes AGAINST James Kelley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Murphy Oil Corporation	05/10/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the committee lowered some metric targets in the annual incentive program for successive years, a supplemental filing disclosed sufficient rationale. Moreover, annual incentives were entirely based on pre-set objective metrics , long-term incentives are predominantly performance based, and closing-cycle awards vested below target, in line with company performance.
Murphy Oil Corporation	05/10/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Murphy Oil Corporation	05/10/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Murphy USA Inc.	05/04/2023	Management	1	Yes	Elect Director Claiborne P. Deming	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/04/2023	Management	2	Yes	Elect Director Jeanne L. Phillips	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/04/2023	Management	3	Yes	Elect Director Jack T. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Murphy USA Inc.	05/04/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Murphy USA Inc.	05/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft.
Murphy USA Inc.	05/04/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MVB Financial Corp.	01/25/2023	Management	1	Yes	Approve Merger Agreement and the Issuance of Shares in Connection with Merger	For	For	For	For	MVBF shares have gradually declined through Jan. 5, 2023, in absolute terms and relative to the index, following an initial post-transaction appreciation, and it is difficult to attribute the decline to any discrete event. Given that the strategic rationale appears logical, EPS accretion is expected, and the valuation is reasonable, support FOR the transaction is warranted.
MVB Financial Corp.	01/25/2023	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the request is reasonable and there are no substantial concerns with the company's past use of shares.
MVB Financial Corp.	01/25/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR the transaction is warranted, as the underlying transaction merits support.
MVB Financial Corp.	05/09/2023	Management	1	Yes	Elect Director W. Marston Becker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for board chair W. Marston (Marty) Becker for lack of diversity on the board. A vote FOR the director nominees is warranted.
MVB Financial Corp.	05/09/2023	Management	2	Yes	Elect Director Larry F. Mazza	For	For	For	For	WITHHOLD votes are warranted for board chair W. Marston (Marty) Becker for lack of diversity on the board. A vote FOR the director nominees is warranted.
MVB Financial Corp.	05/09/2023	Management	3	Yes	Elect Director Jan L. Owen	For	For	For	For	WITHHOLD votes are warranted for board chair W. Marston (Marty) Becker for lack of diversity on the board. A vote FOR the director nominees is warranted.
MVB Financial Corp.	05/09/2023	Management	4	Yes	Elect Director Cheryl D. Spielman	For	For	For	For	WITHHOLD votes are warranted for board chair W. Marston (Marty) Becker for lack of diversity on the board. A vote FOR the director nominees is warranted.
MVB Financial Corp.	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the identified pay-for-performance misalignment appears to be sufficiently mitigated.

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MVB Financial Corp.	05/09/2023	Management	6	Yes	Ratify FORVIS as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Myers Industries, Inc.	04/27/2023	Management	1	Yes	Elect Director Yvette Dapremont Bright	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	2	Yes	Elect Director Ronald M. De Feo	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	3	Yes	Elect Director William A. Foley	For	For	Against	Against	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	4	Yes	Elect Director Jeffrey Kramer	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	5	Yes	Elect Director F. Jack Liebau, Jr.	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	6	Yes	Elect Director Bruce M. Lisman	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	7	Yes	Elect Director Lori Lutey	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	8	Yes	Elect Director Michael McGaugh	For	For	For	For	Votes AGAINST William (Bill) Foley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Myers Industries, Inc.	04/27/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Myers Industries, Inc.	04/27/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Myers Industries, Inc.	04/27/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MYR Group Inc.	04/20/2023	Management	1	Yes	Elect Director Kenneth M. Hartwick	For	For	For	For	A vote FOR all director nominees is warranted.
MYR Group Inc.	04/20/2023	Management	2	Yes	Elect Director Jennifer E. Lowry	For	For	For	For	A vote FOR all director nominees is warranted.
MYR Group Inc.	04/20/2023	Management	3	Yes	Elect Director Richard S. Swartz	For	For	For	For	A vote FOR all director nominees is warranted.
MYR Group Inc.	04/20/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MYR Group Inc.	04/20/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MYR Group Inc.	04/20/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
MYR Group Inc.	04/20/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Myriad Genetics, Inc.	06/01/2023	Management	1	Yes	Elect Director Paul M. Bisaro	For	For	For	For	A vote FOR all director nominees is warranted.
Myriad Genetics, Inc.	06/01/2023	Management	2	Yes	Elect Director Rashmi Kumar	For	For	For	For	A vote FOR all director nominees is warranted.
Myriad Genetics, Inc.	06/01/2023	Management	3	Yes	Elect Director Lee N. Newcomer	For	For	For	For	A vote FOR all director nominees is warranted.
Myriad Genetics, Inc.	06/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Myriad Genetics, Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Myriad Genetics, Inc.	06/01/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Myriad Genetics, Inc.	06/01/2023	Management	7	Yes	Amend Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of stock options.
Myriad Genetics, Inc.	06/01/2023	Management	8	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Myriad Genetics, Inc.	06/01/2023	Management	9	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Nabors Industries Ltd.	06/06/2023	Management	1	Yes	Elect Director Tanya S. Beder	For	For	For	For	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Nabors Industries Ltd.	06/06/2023	Management	2	Yes	Elect Director Anthony R. Chase	For	For	For	For	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Nabors Industries Ltd.	06/06/2023	Management	3	Yes	Elect Director James R. Crane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Nabors Industries Ltd.	06/06/2023	Management	4	Yes	Elect Director John P. Kotts	For	For	For	For	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Nabors Industries Ltd.	06/06/2023	Management	5	Yes	Elect Director Michael C. Linn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Nabors Industries Ltd.	06/06/2023	Management	6	Yes	Elect Director Anthony G. Petrello	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.

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Nabors Industries Ltd.	06/06/2023	Management	7	Yes	Elect Director John Yearwood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Anthony (Tony) Petrello, John Yearwood, James (Jim) Crane and Michael (Mike) Linn are warranted for lack of a majority independent board. WITHHOLD votes for John Yearwood and Michael (Mike) Linn are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Nabors Industries Ltd.	06/06/2023	Management	8	Yes	Approve PricewaterhouseCoopers LLP Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nabors Industries Ltd.	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following the failed say-on-pay vote, the committee demonstrated only limited responsiveness to investor concerns. Further, the CEO's salary remains large, impacting his annual incentive opportunity. Concerns are also raised regarding long-term incentive awards, which primarily use a one-year performance period with several subjectively measured goals. The FY22 grant was again earned near maximum. The proxy also does not indicate if the new multi-year ROIC performance awards will replace a portion of the CEO's existing grant value or if this addition is expected to result in increased CEO pay levels. Additionally, the company maintains agreements that contain a modified single trigger change in control provision.
Nabors Industries Ltd.	06/06/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NACCO Industries, Inc.	05/16/2023	Management	1	Yes	Elect Director J.C. Butler, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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NACCO Industries, Inc.	05/16/2023	Management	2	Yes	Elect Director John S. Dalrymple, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	3	Yes	Elect Director John P. Jumper	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	4	Yes	Elect Director Dennis W. LaBarre	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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NACCO Industries, Inc.	05/16/2023	Management	5	Yes	Elect Director Michael S. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	6	Yes	Elect Director Alfred M. Rankin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	7	Yes	Elect Director Matthew M. Rankin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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NACCO Industries, Inc.	05/16/2023	Management	8	Yes	Elect Director Roger F. Rankin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	9	Yes	Elect Director Lori J. Robinson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	10	Yes	Elect Director Valerie Gentile Sachs	For	For	For	For	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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NACCO Industries, Inc.	05/16/2023	Management	11	Yes	Elect Director Robert S. Shapard	For	For	For	For	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	12	Yes	Elect Director Britton T. Taplin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Alfred Rankin Jr., John Butler Jr., John Jumper, Dennis LaBarre, Matthew Rankin, Roger Rankin and Britton Taplin are warranted for lack of a majority independent board. WITHHOLD votes for John Jumper and Dennis LaBarre are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alfred Rankin Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for nominating committee chair John Jumper for lack of ethnic and racial diversity on the board. WITHHOLD votes are warranted for governance committee members John (Jack) Dalrymple III, John Jumper, Dennis LaBarre, Michael Miller, and Lori Robinson for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are also warranted for Alfred Rankin Jr., Matthew Rankin, Britton Taplin, and Roger Rankin as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
NACCO Industries, Inc.	05/16/2023	Management	13	Yes	Amend Restricted Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NACCO Industries, Inc.	05/16/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay-for-performance misalignment has been mitigated.
NACCO Industries, Inc.	05/16/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Bank Holdings Corporation	05/09/2023	Management	1	Yes	Elect Director Ralph W. Clermont	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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National Bank Holdings Corporation	05/09/2023	Management	2	Yes	Elect Director Robert E. Dean	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/09/2023	Management	3	Yes	Elect Director Alka Gupta	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/09/2023	Management	4	Yes	Elect Director Fred J. Joseph	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/09/2023	Management	5	Yes	Elect Director G. Timothy Laney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/09/2023	Management	6	Yes	Elect Director Patrick Sobers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/09/2023	Management	7	Yes	Elect Director Micho F. Spring	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/09/2023	Management	8	Yes	Elect Director Art Zeile	For	For	For	For	WITHHOLD votes for non-independent nominees G. Timothy Laney, Ralph Clermont, Robert Dean, Patrick Sobers and Micho Spring are warranted for lack of a majority independent board. WITHHOLD votes for Ralph Clermont, Robert Dean and Micho Spring are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Bank Holdings Corporation	05/09/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Bank Holdings Corporation	05/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
National Bank Holdings Corporation	05/09/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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National Bankshares, Inc.	05/09/2023	Management	1	Yes	Elect Director Charles E. Green, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Green III, Mildred Johnson, William Peery, and James Thompson are warranted for lack of a majority independent board. WITHHOLD votes for Charles Green III, Mildred Johnson, and James Thompson are also warranted for serving as non-independent members of a key board committee.
National Bankshares, Inc.	05/09/2023	Management	2	Yes	Elect Director Mildred R. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Green III, Mildred Johnson, William Peery, and James Thompson are warranted for lack of a majority independent board. WITHHOLD votes for Charles Green III, Mildred Johnson, and James Thompson are also warranted for serving as non-independent members of a key board committee.
National Bankshares, Inc.	05/09/2023	Management	3	Yes	Elect Director William A. Peery	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Green III, Mildred Johnson, William Peery, and James Thompson are warranted for lack of a majority independent board. WITHHOLD votes for Charles Green III, Mildred Johnson, and James Thompson are also warranted for serving as non-independent members of a key board committee.
National Bankshares, Inc.	05/09/2023	Management	4	Yes	Elect Director James C. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Green III, Mildred Johnson, William Peery, and James Thompson are warranted for lack of a majority independent board. WITHHOLD votes for Charles Green III, Mildred Johnson, and James Thompson are also warranted for serving as non-independent members of a key board committee.
National Bankshares, Inc.	05/09/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
National Bankshares, Inc.	05/09/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
National Bankshares, Inc.	05/09/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Bankshares, Inc.	05/09/2023	Management	8	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Fuel Gas Company	03/09/2023	Management	1	Yes	Elect Director David C. Carroll	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	2	Yes	Elect Director Steven C. Finch	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	3	Yes	Elect Director Joseph N. Jaggars	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	4	Yes	Elect Director Jeffrey W. Shaw	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	5	Yes	Elect Director Thomas E. Skains	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	6	Yes	Elect Director David F. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	7	Yes	Elect Director Ronald J. Tanski	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
National Fuel Gas Company	03/09/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Fuel Gas Company	03/09/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National HealthCare Corporation	05/04/2023	Management	1	Yes	Elect Director W. Andrew Adams	For	Against	Against	Against	Votes AGAINST non-independent nominees W. Andrew Adams, Ernest Burgess III and Emil Hassan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members W. Andrew Adams, Ernest Burgess III and Emil Hassan are further warranted for failing to include auditor ratification on the proxy ballot.

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National HealthCare Corporation	05/04/2023	Management	2	Yes	Elect Director Ernest G. Burgess, III	For	For	Against	Against	Votes AGAINST non-independent nominees W. Andrew Adams, Ernest Burgess III and Emil Hassan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members W. Andrew Adams, Ernest Burgess III and Emil Hassan are further warranted for failing to include auditor ratification on the proxy ballot.
National HealthCare Corporation	05/04/2023	Management	3	Yes	Elect Director Emil E. Hassan	For	For	Against	Against	Votes AGAINST non-independent nominees W. Andrew Adams, Ernest Burgess III and Emil Hassan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members W. Andrew Adams, Ernest Burgess III and Emil Hassan are further warranted for failing to include auditor ratification on the proxy ballot.
National HealthCare Corporation	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The lack of risk-mitigating features under the executive pay program; * The lack of disclosure on performance goals; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
National HealthCare Corporation	05/04/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Instruments Corporation	05/09/2023	Management	1	Yes	Elect Director Michael E. McGrath	For	For	For	For	Votes FOR all director nominees are warranted.
National Instruments Corporation	05/09/2023	Management	2	Yes	Elect Director Alexander M. Davern	For	For	For	For	Votes FOR all director nominees are warranted.
National Instruments Corporation	05/09/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.
National Instruments Corporation	05/09/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Instruments Corporation	05/09/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Instruments Corporation	06/29/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the company's reasonably thorough review of strategic alternatives, the premium to the unaffected price and historical trading levels, the certainty of value inherent in the cash form of consideration, and the downside risk of non-approval, a vote FOR the merger transaction is warranted.
National Instruments Corporation	06/29/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, a majority of outstanding equity awards are double trigger and PSUs will vest at target levels.
National Instruments Corporation	06/29/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
National Presto Industries, Inc.	05/16/2023	Management	1	Yes	Elect Director Randy F. Lieble	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randy Lieble and Joseph Stienessen are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Stienessen are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for nominating committee member Joseph Stienessen for lack of diversity on the board.
National Presto Industries, Inc.	05/16/2023	Management	2	Yes	Elect Director Joseph G. Stienessen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Randy Lieble and Joseph Stienessen are warranted for lack of a majority independent board. WITHHOLD votes for Joseph Stienessen are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for nominating committee member Joseph Stienessen for lack of diversity on the board.
National Presto Industries, Inc.	05/16/2023	Management	3	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Presto Industries, Inc.	05/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this item are warranted due to the following reasons: * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
National Presto Industries, Inc.	05/16/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Research Corporation	05/11/2023	Management	1	Yes	Elect Director Parul Bhandari	For	For	For	For	A vote FOR all director nominees is warranted.
National Research Corporation	05/11/2023	Management	2	Yes	Elect Director Penny A. Wheeler	For	For	For	For	A vote FOR all director nominees is warranted.
National Research Corporation	05/11/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Research Corporation	05/11/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
National Research Corporation	05/11/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Vision Holdings, Inc.	06/14/2023	Management	1	Yes	Elect Director D. Randolph Peeler	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/14/2023	Management	2	Yes	Elect Director Heather Cianfrocco	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/14/2023	Management	3	Yes	Elect Director Jose Armario	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/14/2023	Management	4	Yes	Elect Director Thomas V. Taylor, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/14/2023	Management	5	Yes	Elect Director Virginia A. Hepner	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/14/2023	Management	6	Yes	Elect Director David M. Tehle	For	For	For	For	A vote FOR all director nominees is warranted.
National Vision Holdings, Inc.	06/14/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
National Vision Holdings, Inc.	06/14/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Western Life Group, Inc.	06/22/2023	Management	1	Yes	Elect Director David S. Boone	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee Elvin (Jere) Pederson for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Boone, Elvin (Jere) Pederson, and Todd Wallace for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for nominating committee chair David Boone for lack of diversity on the board.
National Western Life Group, Inc.	06/22/2023	Management	2	Yes	Elect Director E. J. Pederson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee Elvin (Jere) Pederson for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Boone, Elvin (Jere) Pederson, and Todd Wallace for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for nominating committee chair David Boone for lack of diversity on the board.

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation										
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National Western Life Group, Inc.	06/22/2023	Management	3	Yes	Elect Director Todd M. Wallace	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominee Elvin (Jere) Pederson for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent director nominees David Boone, Elvin (Jere) Pederson, and Todd Wallace for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for nominating committee chair David Boone for lack of diversity on the board.
National Western Life Group, Inc.	06/22/2023	Management	4	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Western Life Group, Inc.	06/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was driven higher due to an increase in equity compensation, which was relatively large, and with no rationale provided in the proxy as to why the magnitude of his stock awards increased so significantly. Furthermore, the large majority of equity awards lack performance-vesting criteria and the forward-looking performance goals underlying the PSU grants are not disclosed. Additionally, disclosure of the STI program is incomplete, and proxy disclosure indicates individual metrics do not have maximum goals, which has the potential to result in significant payouts for strong performance in one metric, even if performance against the remaining metrics is poor. Finally, equity awards allow for auto-accelerated vesting upon a change-in-control event, and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
National Western Life Group, Inc.	06/22/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Natural Gas Services Group, Inc.	06/15/2023	Management	1	Yes	Elect Director Stephen C. Taylor	For	For	For	For	A vote FOR the director nominees is warranted.
Natural Gas Services Group, Inc.	06/15/2023	Management	2	Yes	Elect Director Justin C. Jacobs	For	For	For	For	A vote FOR the director nominees is warranted.
Natural Gas Services Group, Inc.	06/15/2023	Management	3	Yes	Elect Director Donald J. Tringali	For	For	For	For	A vote FOR the director nominees is warranted.
Natural Gas Services Group, Inc.	06/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee demonstrated insufficient responsiveness to last year's failed say-on-pay vote. While the committee disclosed outreach with shareholders following the most recent vote, disclosure of shareholder feedback was not provided, and the proxy states that the committee did not make additional changes to the CEO's incentive programs in 2022.
Natural Gas Services Group, Inc.	06/15/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Natural Gas Services Group, Inc.	06/15/2023	Management	6	Yes	Ratify Ham, Langston & Brezina LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Natural Grocers by Vitamin Cottage, Inc.	03/01/2023	Management	1	Yes	Elect Director Zephyr Isely	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Zephyr Isely are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes are warranted for Zephyr Isely and David Rooney for lack of racial/ethnic diversity on the board.
Natural Grocers by Vitamin Cottage, Inc.	03/01/2023	Management	2	Yes	Elect Director David Rooney	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Zephyr Isely are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes are warranted for Zephyr Isely and David Rooney for lack of racial/ethnic diversity on the board.
Natural Grocers by Vitamin Cottage, Inc.	03/01/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nature's Sunshine Products, Inc.	05/03/2023	Management	1	Yes	Elect Director Curtis Kopf	For	For	For	For	A vote FOR all director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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Nature's Sunshine Products, Inc.	05/03/2023	Management	2	Yes	Elect Director Terrence O. Moorehead	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/03/2023	Management	3	Yes	Elect Director Richard D. Moss	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/03/2023	Management	4	Yes	Elect Director Tess Roering	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/03/2023	Management	5	Yes	Elect Director Robert D. Straus	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/03/2023	Management	6	Yes	Elect Director J. Christopher Teets	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/03/2023	Management	7	Yes	Elect Director Heidi Wissmiller	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/03/2023	Management	8	Yes	Elect Director Rong Yang	For	For	For	For	A vote FOR all director nominees is warranted.
Nature's Sunshine Products, Inc.	05/03/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nature's Sunshine Products, Inc.	05/03/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Nature's Sunshine Products, Inc.	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NBT Bancorp Inc.	05/16/2023	Management	1	Yes	Elect Director John H. Watt, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	2	Yes	Elect Director Martin A. Dietrich	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	3	Yes	Elect Director Johanna R. Ames	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	4	Yes	Elect Director J. David Brown	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	5	Yes	Elect Director Timothy E. Delaney	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NBT Bancorp Inc.	05/16/2023	Management	6	Yes	Elect Director James H. Douglas	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	7	Yes	Elect Director Heidi M. Hoeller	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	8	Yes	Elect Director Andrew S. Kowalczyk, III	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	9	Yes	Elect Director V. Daniel Robinson, II	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	10	Yes	Elect Director Matthew J. Salanger	For	For	Against	Against	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	11	Yes	Elect Director Lowell A. Seifter	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NBT Bancorp Inc.	05/16/2023	Management	12	Yes	Elect Director Jack H. Webb	For	For	For	For	Votes AGAINST non-independent nominees Martin Dietrich, John Watt Jr., James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are warranted for lack of a majority independent board. Votes AGAINST James Douglas, Timothy Delaney, Andrew Kowalczyk III, V. Daniel Robinson II and Matthew Salanger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NBT Bancorp Inc.	05/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NBT Bancorp Inc.	05/16/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NBT Bancorp Inc.	05/16/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NCR Corporation	05/16/2023	Management	1	Yes	Elect Director Mark W. Begor	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	2	Yes	Elect Director Gregory Blank	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	3	Yes	Elect Director Catherine L. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	4	Yes	Elect Director Deborah A. Farrington	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	5	Yes	Elect Director Michael D. Hayford	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	6	Yes	Elect Director Georgette D. Kiser	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	7	Yes	Elect Director Kirk T. Larsen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	8	Yes	Elect Director Martin Mucci	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	9	Yes	Elect Director Joseph E. Reece	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	10	Yes	Elect Director Laura J. Sen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	11	Yes	Elect Director Glenn W. Welling	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NCR Corporation	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NCR Corporation	05/16/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NCR Corporation	05/16/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 18.06 percent is excessive.
Nektar Therapeutics	06/08/2023	Management	1	Yes	Elect Director Myriam J. Curet	For	For	For	For	Votes AGAINST non-independent nominee Howard Robin are warranted for lack of a majority independent board. A vote FOR Myriam J. Curet is warranted.
Nektar Therapeutics	06/08/2023	Management	2	Yes	Elect Director Howard W. Robin	For	For	Against	Against	Votes AGAINST non-independent nominee Howard Robin are warranted for lack of a majority independent board. A vote FOR Myriam J. Curet is warranted.
Nektar Therapeutics	06/08/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.72 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Nektar Therapeutics	06/08/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nektar Therapeutics	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Relatively high CEO granted pay remains a concern particularly in light of long-term TSR performance that significantly lags peers. However, annual and long-term incentives are sufficiently tied to performance conditions and outcomes under those programs are aligned with the company's actual performance. In FY22, the termination of one of the company's major drug candidate programs is reflected in incentive program outcomes, as the company did not make adjustments to awards to mitigate the impact. Continued monitoring of the pay program is warranted to ensure that pay outcomes continue to be aligned with performance.
Nektar Therapeutics	06/08/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nelnet, Inc.	05/18/2023	Management	1	Yes	Elect Director Kathleen A. Farrell	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Henning and Kathleen Farrell are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Henning and Kathleen Farrell are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Kathleen Farrell are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR David S. Graff is warranted.
Nelnet, Inc.	05/18/2023	Management	2	Yes	Elect Director David S. Graff	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Henning and Kathleen Farrell are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Henning and Kathleen Farrell are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Kathleen Farrell are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR David S. Graff is warranted.
Nelnet, Inc.	05/18/2023	Management	3	Yes	Elect Director Thomas E. Henning	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Henning and Kathleen Farrell are warranted for lack of a majority independent board. Votes AGAINST Thomas (Tom) Henning and Kathleen Farrell are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee member Kathleen Farrell are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR David S. Graff is warranted.
Nelnet, Inc.	05/18/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nelnet, Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nelnet, Inc.	05/18/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nelnet, Inc.	05/18/2023	Management	7	Yes	Amend Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Nelnet, Inc.	05/18/2023	Management	8	Yes	Amend Executive Incentive Bonus Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the Compensation Committee administering the plan is not composed entirely of independent directors.
NETGEAR, Inc.	06/01/2023	Management	1	Yes	Elect Director Patrick C. S. Lo	For	For	For	For	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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NETGEAR, Inc.	06/01/2023	Management	2	Yes	Elect Director Sarah S. Butterfass	For	For	For	For	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NETGEAR, Inc.	06/01/2023	Management	3	Yes	Elect Director Laura J. Durr	For	For	For	For	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NETGEAR, Inc.	06/01/2023	Management	4	Yes	Elect Director Shravan K. Goli	For	For	For	For	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NETGEAR, Inc.	06/01/2023	Management	5	Yes	Elect Director Bradley L. Maiorino	For	For	For	For	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NETGEAR, Inc.	06/01/2023	Management	6	Yes	Elect Director Janice M. Roberts	For	For	For	For	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NETGEAR, Inc.	06/01/2023	Management	7	Yes	Elect Director Barbara V. Scherer	For	For	Against	Against	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NETGEAR, Inc.	06/01/2023	Management	8	Yes	Elect Director Thomas H. Waechter	For	For	For	For	Votes AGAINST Barbara Scherer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NETGEAR, Inc.	06/01/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NETGEAR, Inc.	06/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NETGEAR, Inc.	06/01/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NETGEAR, Inc.	06/01/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.87 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NetSol Technologies, Inc.	06/07/2023	Management	1	Yes	Elect Director Najeeb U. Ghauri	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2023	Management	2	Yes	Elect Director Mark Caton	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2023	Management	3	Yes	Elect Director Malea Farsai	For	For	Against	Against	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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NetSol Technologies, Inc.	06/07/2023	Management	4	Yes	Elect Director Michael Francis	For	For	For	For	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2023	Management	5	Yes	Elect Director Kausar Kazmi	For	For	For	For	Votes AGAINST non-independent nominees Najeeb Ghauri, Mark Caton and Malea Farsai are warranted for lack of a majority independent board. Votes AGAINST Mark Caton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NetSol Technologies, Inc.	06/07/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
NetSol Technologies, Inc.	06/07/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NetSol Technologies, Inc.	06/07/2023	Management	8	Yes	Ratify B F Borgers CPA PC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Neuronetics, Inc.	05/25/2023	Management	1	Yes	Elect Director John K. Bakewell	For	For	For	For	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/25/2023	Management	2	Yes	Elect Director Joseph H. Capper	For	For	For	For	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/25/2023	Management	3	Yes	Elect Director Robert A. Cascella	For	For	For	For	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/25/2023	Management	4	Yes	Elect Director Sheryl L. Conley	For	Withhold	Withhold	Withhold	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/25/2023	Management	5	Yes	Elect Director Wilfred E. Jaeger	For	For	Withhold	Withhold	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Neuronetics, Inc.	05/25/2023	Management	6	Yes	Elect Director Glenn P. Muir	For	For	For	For	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/25/2023	Management	7	Yes	Elect Director Megan Rosengarten	For	For	For	For	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/25/2023	Management	8	Yes	Elect Director Keith J. Sullivan	For	For	For	For	WITHHOLD votes for Wilfred Jaeger are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee chair Sheryl Conley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Neuronetics, Inc.	05/25/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
New Jersey Resources Corporation	01/25/2023	Management	1	Yes	Elect Director Michael A. O'Sullivan	For	For	For	For	WITHHOLD votes for Jane Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted at this time.
New Jersey Resources Corporation	01/25/2023	Management	2	Yes	Elect Director Jane M. Kenny	For	For	Withhold	Withhold	WITHHOLD votes for Jane Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted at this time.
New Jersey Resources Corporation	01/25/2023	Management	3	Yes	Elect Director Sharon C. Taylor	For	For	For	For	WITHHOLD votes for Jane Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted at this time.
New Jersey Resources Corporation	01/25/2023	Management	4	Yes	Elect Director Stephen D. Westhoven	For	For	For	For	WITHHOLD votes for Jane Kenny are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted at this time.
New Jersey Resources Corporation	01/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
New Jersey Resources Corporation	01/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
New Jersey Resources Corporation	01/25/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
New York Community Bancorp, Inc.	06/01/2023	Management	1	Yes	Elect Director Alessandro P. DiNello	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	2	Yes	Elect Director Leslie D. Dunn	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	3	Yes	Elect Director Lawrence Rosano, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	4	Yes	Elect Director Robert Wann	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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New York Community Bancorp, Inc.	06/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While a concern is noted regarding the goal rigor for the two financial metrics, annual incentives were primarily measured against pre-set objective metrics, and the disclosure of the strategic/qualitative scorecard was robust. In addition, the committee reduced the overall result of the scorecard in consideration of the company's underperforming TSR. Further, a majority of long-term incentives were performance conditioned and measured over multi-year periods, and forward-looking performance targets were disclosed.
New York Community Bancorp, Inc.	06/01/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
New York Community Bancorp, Inc.	06/01/2023	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
New York Community Bancorp, Inc.	06/01/2023	Management	9	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the elimination of the supermajority vote requirements would improve shareholder rights.
New York Community Bancorp, Inc.	06/01/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
New York Community Bancorp, Inc.	06/01/2023	Shareholder	11	Yes	Eliminate Supermajority Vote Requirement	Against	For	For	For	A vote FOR this proposal is warranted. The elimination of supermajority vote requirements would improve shareholder rights and approval of this non-binding item may convey to the board that shareholders may wish for it to take additional steps to ensure they are removed.
New York Community Bancorp, Inc.	06/01/2023	Shareholder	12	Yes	Report on Climate Lobbying	For	For	For	For	A vote FOR this proposal is warranted. The company and its shareholders are likely to benefit from additional disclosure related to its lobbying activities and their alignment with the Paris Agreement, and the company's board also supports the proposal.
NewMarket Corporation	04/27/2023	Management	1	Yes	Elect Director Mark M. Gambill	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	2	Yes	Elect Director Bruce C. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	3	Yes	Elect Director Thomas E. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	4	Yes	Elect Director Patrick D. Hanley	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NewMarket Corporation	04/27/2023	Management	5	Yes	Elect Director H. Hiter Harris, III	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	6	Yes	Elect Director James E. Rogers	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	7	Yes	Elect Director Ting Xu	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
NewMarket Corporation	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NewMarket Corporation	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NewMarket Corporation	04/27/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NewMarket Corporation	04/27/2023	Shareholder	12	Yes	Publication of GHG Emissions and Setting Short-, Medium- and Long-Term Emission Reduction Targets to Align Business Activities with Net Zero Emissions by 2050 in Line with the Paris Climate Agreement	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce greenhouse gas emissions would allow investors to better understand how the company is mitigating risks caused by climate change and the transition to a low-carbon economy.
Newpark Resources, Inc.	05/18/2023	Management	1	Yes	Elect Director Matthew S. Lanigan	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/18/2023	Management	2	Yes	Elect Director Roderick A. Larson	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/18/2023	Management	3	Yes	Elect Director Michael A. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/18/2023	Management	4	Yes	Elect Director Claudia M. Meer	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/18/2023	Management	5	Yes	Elect Director John C. Minge	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/18/2023	Management	6	Yes	Elect Director Rose M. Robeson	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/18/2023	Management	7	Yes	Elect Director Donald W. Young	For	For	For	For	A vote FOR all director nominees is warranted.
Newpark Resources, Inc.	05/18/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Newpark Resources, Inc.	05/18/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Newpark Resources, Inc.	05/18/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newpark Resources, Inc.	05/18/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Newpark Resources, Inc.	05/18/2023	Management	12	Yes	Amend Non-Employee Director Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted as the plan allows for single-trigger vesting of awards in the event of a change-in-control.

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Newpark Resources, Inc.	05/18/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
NextCure, Inc.	06/22/2023	Management	1	Yes	Elect Director Anne Borgman	For	Against	Against	Against	A vote AGAINST Governance Committee member Anne Borgman is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
NextCure, Inc.	06/22/2023	Management	2	Yes	Elect Director John G. Houston	For	For	For	For	A vote AGAINST Governance Committee member Anne Borgman is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
NextCure, Inc.	06/22/2023	Management	3	Yes	Elect Director Garry A. Nicholson	For	For	For	For	A vote AGAINST Governance Committee member Anne Borgman is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
NextCure, Inc.	06/22/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	1	Yes	Elect Director Robert W. Drummond	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	2	Yes	Elect Director Leslie A. Beyer	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	3	Yes	Elect Director Stuart M. Brightman	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	4	Yes	Elect Director Gary M. Halverson	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	5	Yes	Elect Director Patrick M. Murray	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	6	Yes	Elect Director Amy H. Nelson	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	7	Yes	Elect Director Melvin G. Riggs	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	8	Yes	Elect Director Bernardo J. Rodriguez	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	9	Yes	Elect Director Michael Roemer	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	10	Yes	Elect Director James C. Stewart	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	11	Yes	Elect Director Scott R. Wille	For	For	For	For	Votes FOR all director nominees are warranted.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
NexTier Oilfield Solutions Inc.	06/13/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
NGM Biopharmaceuticals, Inc.	05/10/2023	Management	1	Yes	Elect Director Shelly D. Guyer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Shelly Guyer are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
NGM Biopharmaceuticals, Inc.	05/10/2023	Management	2	Yes	Elect Director Carole Ho	For	For	For	For	WITHHOLD votes for Governance Committee member Shelly Guyer are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.

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NGM Biopharmaceuticals, Inc.	05/10/2023	Management	3	Yes	Elect Director William J. Rieflin	For	For	For	For	WITHHOLD votes for Governance Committee member Shelly Guyer are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
NGM Biopharmaceuticals, Inc.	05/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company targets the CEO's base salary at the 60th percentile of its peer group; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company has not adopted several risk-mitigating features in its compensation program.
NGM Biopharmaceuticals, Inc.	05/10/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nicolet Bankshares, Inc.	05/15/2023	Management	1	Yes	Elect Director Marcia M. Anderson	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	2	Yes	Elect Director Robert B. Atwell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	3	Yes	Elect Director Hector Colon	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	4	Yes	Elect Director Michael E. Daniels	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	5	Yes	Elect Director Lynn D. Davis	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Nicolet Bankshares, Inc.	05/15/2023	Management	6	Yes	Elect Director John N. Dykema	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	7	Yes	Elect Director Christopher J. Ghidorzi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	8	Yes	Elect Director Andrew F. Hetzel, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	9	Yes	Elect Director Brenda L. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	10	Yes	Elect Director Donald J. Long, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	11	Yes	Elect Director Dustin J. McClone	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Nicolet Bankshares, Inc.	05/15/2023	Management	12	Yes	Elect Director Susan L. Merkatoris	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	13	Yes	Elect Director Oliver Pierce Smith	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	14	Yes	Elect Director Glen E. Tellock	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	15	Yes	Elect Director Robert J. Weyers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Atwell, Michael (Mike) Daniels, John Dykema, Christopher (Chris) Ghidorzi, Brenda Johnson, Donald Long Jr., Susan Merkatoris, and Robert (Bob) Weyers are warranted for lack of a majority independent board. WITHHOLD votes for John Dykema, Donald Long Jr. and Susan Merkatoris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nicolet Bankshares, Inc.	05/15/2023	Management	16	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Nicolet Bankshares, Inc.	05/15/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The compensation committee demonstrated sufficient responsiveness to a certain degree to shareholder concerns following last year's low say-on-pay support. In addition, although some concerns are noted, pay and performance are reasonably aligned at this time. As such, a vote FOR this proposal is warranted.
NL Industries, Inc.	05/18/2023	Management	1	Yes	Elect Director Loretta J. Feehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., Michael (Mike) Simmons and Thomas Stafford are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.

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NL Industries, Inc.	05/18/2023	Management	2	Yes	Elect Director John E. Harper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., Michael (Mike) Simmons and Thomas Stafford are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
NL Industries, Inc.	05/18/2023	Management	3	Yes	Elect Director Meredith W. Mendes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., Michael (Mike) Simmons and Thomas Stafford are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
NL Industries, Inc.	05/18/2023	Management	4	Yes	Elect Director Cecil H. Moore, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., Michael (Mike) Simmons and Thomas Stafford are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
NL Industries, Inc.	05/18/2023	Management	5	Yes	Elect Director Courtney J. Riley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., Michael (Mike) Simmons and Thomas Stafford are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.

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NL Industries, Inc.	05/18/2023	Management	6	Yes	Elect Director Michael S. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., Michael (Mike) Simmons and Thomas Stafford are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
NL Industries, Inc.	05/18/2023	Management	7	Yes	Elect Director Thomas P. Stafford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Loretta (Lori) Feehan, Courtney Riley, Cecil Moore Jr., Michael (Mike) Simmons and Thomas Stafford are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Cecil Moore Jr. and Thomas Stafford are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members John Harper, Meredith Mendes, Cecil Moore Jr. and Thomas Stafford are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Michael (Mike) Simmons are warranted for serving on more than two public boards while serving as a CEO of an outside company.
NL Industries, Inc.	05/18/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each NEO, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.
NL Industries, Inc.	05/18/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay
NL Industries, Inc.	05/18/2023	Management	10	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
nLIGHT, Inc.	06/08/2023	Management	1	Yes	Elect Director Bandel Carano	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bandel Carano and Raymond (Ray) Link are warranted for lack of a majority independent board. WITHHOLD votes for Raymond (Ray) Link are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Bandel Carano, Raymond (Ray) Link, and Geoffrey Moore are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights.
nLIGHT, Inc.	06/08/2023	Management	2	Yes	Elect Director Raymond Link	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bandel Carano and Raymond (Ray) Link are warranted for lack of a majority independent board. WITHHOLD votes for Raymond (Ray) Link are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Bandel Carano, Raymond (Ray) Link, and Geoffrey Moore are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights.

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nLIGHT, Inc.	06/08/2023	Management	3	Yes	Elect Director Geoffrey Moore	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bandel Carano and Raymond (Ray) Link are warranted for lack of a majority independent board. WITHHOLD votes for Raymond (Ray) Link are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Bandel Carano, Raymond (Ray) Link, and Geoffrey Moore are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure and the supermajority vote requirement, which adversely impacts shareholder rights.
nLIGHT, Inc.	06/08/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
nLIGHT, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's failed say-on-pay vote, the company contacted a substantial portion of its shareholders and disclosed details of those engagement efforts, including shareholders' feedback and concerns. In response, the committee then made several meaningful changes to the compensation program to address shareholders' expressed concerns. In addition, while some concerns are noted regarding the annual incentive program, these appear to be largely mitigated by the incorporated changes for FY23. Further, half of long-term incentives are performance conditioned with multi-year performance periods, and pay outcomes under both incentive programs were below target, which generally aligned with the company's financial and TSR performance.
NMI Holdings, Inc.	05/11/2023	Management	1	Yes	Elect Director Bradley M. Shuster	For	For	For	For	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	2	Yes	Elect Director Adam S. Pollitzer	For	For	For	For	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	3	Yes	Elect Director Michael Embler	For	For	For	For	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	4	Yes	Elect Director Priya Huskins	For	For	For	For	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	5	Yes	Elect Director James G. Jones	For	For	For	For	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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NMI Holdings, Inc.	05/11/2023	Management	6	Yes	Elect Director Lynn S. McCreary	For	For	Withhold	Withhold	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	7	Yes	Elect Director Michael Montgomery	For	For	For	For	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	8	Yes	Elect Director Regina Muehlhauser	For	For	For	For	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	9	Yes	Elect Director Steven L. Scheid	For	For	Withhold	Withhold	WITHHOLD votes for Steven Scheid are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee Chair Lynn McCreary are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
NMI Holdings, Inc.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
NMI Holdings, Inc.	05/11/2023	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NN, Inc.	05/24/2023	Management	1	Yes	Elect Director Raynard D. Benvenuti	For	For	For	For	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NN, Inc.	05/24/2023	Management	2	Yes	Elect Director Robert E. Brunner	For	For	Withhold	Withhold	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NN, Inc.	05/24/2023	Management	3	Yes	Elect Director Christina E. Carroll	For	For	For	For	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NN, Inc.	05/24/2023	Management	4	Yes	Elect Director Joao Faria	For	For	For	For	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NN, Inc.	05/24/2023	Management	5	Yes	Elect Director Rajeev Gautam	For	For	For	For	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NN, Inc.	05/24/2023	Management	6	Yes	Elect Director Jeri J. Harman	For	For	For	For	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NN, Inc.	05/24/2023	Management	7	Yes	Elect Director Shihab Kuran	For	For	For	For	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NN, Inc.	05/24/2023	Management	8	Yes	Elect Director Thomas H. Wilson, Jr.	For	For	For	For	WITHHOLD votes for Robert Brunner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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NN, Inc.	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment has been mitigated. The incentive programs are strongly linked to performance as annual incentives were based primarily on pre-set objective measures and majority of equity awards are performance-based. Further, no bonuses were made and the prior cycle performance awards were forfeited when goals were not met.
NN, Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NN, Inc.	05/24/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Noble Corporation plc	05/02/2023	Management	1	Yes	Elect Director Robert W. Eifler	For	For	For	For	A vote FOR all director nominees is warranted.
Noble Corporation plc	05/02/2023	Management	2	Yes	Elect Director Claus V. Hemmingsen	For	For	For	For	A vote FOR all director nominees is warranted.
Noble Corporation plc	05/02/2023	Management	3	Yes	Elect Director Alan J. Hirshberg	For	For	For	For	A vote FOR all director nominees is warranted.
Noble Corporation plc	05/02/2023	Management	4	Yes	Elect Director Kristin H. Holth	For	For	For	For	A vote FOR all director nominees is warranted.
Noble Corporation plc	05/02/2023	Management	5	Yes	Elect Director Alastair Maxwell	For	For	For	For	A vote FOR all director nominees is warranted.
Noble Corporation plc	05/02/2023	Management	6	Yes	Elect Director Ann D. Pickard	For	For	For	For	A vote FOR all director nominees is warranted.
Noble Corporation plc	05/02/2023	Management	7	Yes	Elect Director Charles M. Sledge	For	For	For	For	A vote FOR all director nominees is warranted.
Noble Corporation plc	05/02/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP (US) as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Noble Corporation plc	05/02/2023	Management	9	Yes	Reappoint PricewaterhouseCoopers LLP (UK) as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Noble Corporation plc	05/02/2023	Management	10	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.
Noble Corporation plc	05/02/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.
Noble Corporation plc	05/02/2023	Management	12	Yes	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. review of executive compensation practices (under item 11). Accordingly, a vote FOR is warranted.
Noble Corporation plc	05/02/2023	Management	13	Yes	Approve Remuneration Policy	For	For	For	For	A vote FOR this proposal is warranted. The remuneration policy is being submitted in accordance with U.K. regulation, where the company is incorporated. Although some features of the remuneration policy do not align with market practice for U.K.-listed companies, they are consistent with U.S. practice.
Noble Corporation plc	05/02/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Noodles & Company	05/16/2023	Management	1	Yes	Elect Director Mary Egan	For	For	For	For	A vote FOR all director nominees is warranted.
Noodles & Company	05/16/2023	Management	2	Yes	Elect Director Robert Hartnett	For	For	For	For	A vote FOR all director nominees is warranted.
Noodles & Company	05/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Noodles & Company	05/16/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Noodles & Company	05/16/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nordstrom, Inc.	06/06/2023	Management	1	Yes	Elect Director Stacy Brown-Philpot	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	2	Yes	Elect Director James L. Donald	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	3	Yes	Elect Director Kirsten A. Green	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	4	Yes	Elect Director Glenda G. McNeal	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	5	Yes	Elect Director Erik B. Nordstrom	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	6	Yes	Elect Director Peter E. Nordstrom	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	7	Yes	Elect Director Eric D. Sprunk	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	8	Yes	Elect Director Amie Thuener O'Toole	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	9	Yes	Elect Director Bradley D. Tilden	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	10	Yes	Elect Director Mark J. Tritton	For	For	For	For	A vote FOR all director nominees is warranted.

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Nordstrom, Inc.	06/06/2023	Management	11	Yes	Elect Director Atticus N. Tysen	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nordstrom, Inc.	06/06/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Nordstrom, Inc.	06/06/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nordstrom, Inc.	06/06/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 19.77 percent is excessive.
Nordstrom, Inc.	06/06/2023	Management	16	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Nordstrom, Inc.	06/06/2023	Management	17	Yes	Ratify Extension of the Stockholder Rights Plan	For	For	For	For	A vote FOR this proposal is warranted. Considering the particular ownership characteristics of Nordstrom and the founding family's previous interest in taking the company private, the pill is viewed as a reasonable mechanism to ensure that any such offer is made at a price that reflects an appropriate control premium.
Northfield Bancorp, Inc.	05/24/2023	Management	1	Yes	Elect Director Annette Catino	For	For	Withhold	Withhold	WITHHOLD votes for Annette Catino and John Connors Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Gualberto (Gil) Medina is warranted.
Northfield Bancorp, Inc.	05/24/2023	Management	2	Yes	Elect Director John P. Connors, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Annette Catino and John Connors Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Gualberto (Gil) Medina is warranted.
Northfield Bancorp, Inc.	05/24/2023	Management	3	Yes	Elect Director Gualberto (Gil) Medina	For	For	For	For	WITHHOLD votes for Annette Catino and John Connors Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR Gualberto (Gil) Medina is warranted.
Northfield Bancorp, Inc.	05/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Northfield Bancorp, Inc.	05/24/2023	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	1	Yes	Elect Director Larry S. Cash	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	2	Yes	Elect Director Anthony J. Drabek	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Northrim BanCorp, Inc.	05/25/2023	Management	3	Yes	Elect Director Karl L. Hanneman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	4	Yes	Elect Director David W. Karp	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	5	Yes	Elect Director Joseph P. Marushack	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	6	Yes	Elect Director David J. McCambridge	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	7	Yes	Elect Director Krystal M. Nelson	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Northrim BanCorp, Inc.	05/25/2023	Management	8	Yes	Elect Director Marilyn F. Romano	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	9	Yes	Elect Director Joseph M. Schierhorn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	10	Yes	Elect Director Aaron M. Schutt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	11	Yes	Elect Director John C. Swalling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	12	Yes	Elect Director Linda C. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Northrim BanCorp, Inc.	05/25/2023	Management	13	Yes	Elect Director David G. Wight	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Schierhorn, John Swalling, Larry Cash, Anthony Drabek, David McCambridge, Aaron Schutt and David Wight are warranted for lack of a majority independent board. WITHHOLD votes for John Swalling, David McCambridge and David Wight are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Karl Hanneman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Northrim BanCorp, Inc.	05/25/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Northrim BanCorp, Inc.	05/25/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Northrim BanCorp, Inc.	05/25/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Northrim BanCorp, Inc.	05/25/2023	Management	17	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northwest Natural Holding Company	05/25/2023	Management	1	Yes	Elect Director David H. Anderson	For	For	For	For	A vote FOR the director nominees is warranted.
Northwest Natural Holding Company	05/25/2023	Management	2	Yes	Elect Director Karen Lee	For	For	For	For	A vote FOR the director nominees is warranted.
Northwest Natural Holding Company	05/25/2023	Management	3	Yes	Elect Director Nathan I. Partain	For	For	For	For	A vote FOR the director nominees is warranted.
Northwest Natural Holding Company	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concern is raised regarding the use of an annual measurement period for a portion of granted equity. However, annual incentives remain largely based on objective pre-set performance metrics and equity grants were entirely performance based, with closing cycle payouts aligned with long-term performance.
Northwest Natural Holding Company	05/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Northwest Natural Holding Company	05/25/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northwest Pipe Company	06/22/2023	Management	1	Yes	Elect Director Irma Lockridge	For	For	For	For	A vote FOR the director nominees is warranted.
Northwest Pipe Company	06/22/2023	Management	2	Yes	Elect Director Scott Montross	For	For	For	For	A vote FOR the director nominees is warranted.
Northwest Pipe Company	06/22/2023	Management	3	Yes	Elect Director John Paschal	For	For	For	For	A vote FOR the director nominees is warranted.
Northwest Pipe Company	06/22/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Northwest Pipe Company	06/22/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Northwest Pipe Company	06/22/2023	Management	6	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
NorthWestern Corporation	04/28/2023	Management	1	Yes	Elect Director Brian Bird	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	2	Yes	Elect Director Anthony Clark	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	3	Yes	Elect Director Dana Dykhous	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	4	Yes	Elect Director Sherina Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	5	Yes	Elect Director Jan Horsfall	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	6	Yes	Elect Director Britt Ide	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	7	Yes	Elect Director Kent Larson	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	8	Yes	Elect Director Linda Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	9	Yes	Elect Director Mahvash Yazdi	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	10	Yes	Elect Director Jeffrey Yingling	For	For	For	For	A vote FOR all director nominees is warranted.
NorthWestern Corporation	04/28/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NorthWestern Corporation	04/28/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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NorthWestern Corporation	04/28/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Norwood Financial Corp.	04/25/2023	Management	1	Yes	Elect Director Joseph W. Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Lamont and Kenneth Phillips are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Lamont and Kenneth Phillips are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Joseph Adams, Jeffrey Gifford, and Kevin Lamont are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision.
Norwood Financial Corp.	04/25/2023	Management	2	Yes	Elect Director Kevin M. Lamont	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Lamont and Kenneth Phillips are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Lamont and Kenneth Phillips are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Joseph Adams, Jeffrey Gifford, and Kevin Lamont are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision.
Norwood Financial Corp.	04/25/2023	Management	3	Yes	Elect Director Kenneth A. Phillips	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Lamont and Kenneth Phillips are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Lamont and Kenneth Phillips are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Joseph Adams, Jeffrey Gifford, and Kevin Lamont are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision.
Norwood Financial Corp.	04/25/2023	Management	4	Yes	Elect Director Jeffrey S. Gifford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Lamont and Kenneth Phillips are warranted for lack of a majority independent board. WITHHOLD votes for Kevin Lamont and Kenneth Phillips are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Joseph Adams, Jeffrey Gifford, and Kevin Lamont are warranted as the board approved a new or extended agreement in the past year that contains a modified single trigger provision.
Norwood Financial Corp.	04/25/2023	Management	5	Yes	Ratify S.R. Snodgrass, P.C as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Norwood Financial Corp.	04/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * The plan exhibits a lack of risk mitigators and long term performance metrics in the last FY.
Norwood Financial Corp.	04/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NOV Inc.	05/17/2023	Management	1	Yes	Elect Director Clay C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NOV Inc.	05/17/2023	Management	2	Yes	Elect Director Greg L. Armstrong	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	4	Yes	Elect Director Ben A. Guill	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	5	Yes	Elect Director David D. Harrison	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	6	Yes	Elect Director Eric L. Mattson	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	7	Yes	Elect Director William R. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	8	Yes	Elect Director Robert S. Welborn	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOV Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NOV Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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NOV Inc.	05/17/2023	Management	12	Yes	Amend Certificate of Incorporation to Provide for Exculpation of Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
NOW Inc.	05/24/2023	Management	1	Yes	Elect Director Richard Alario	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	2	Yes	Elect Director Terry Bonno	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	3	Yes	Elect Director David Cherechinsky	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	4	Yes	Elect Director Galen Cobb	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	5	Yes	Elect Director Paul Coppinger	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	6	Yes	Elect Director Karen David-Green	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	7	Yes	Elect Director Rodney Eads	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	8	Yes	Elect Director Sonya Reed	For	For	For	For	A vote FOR all director nominees is warranted.
NOW Inc.	05/24/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOW Inc.	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Nu Skin Enterprises, Inc.	06/07/2023	Management	1	Yes	Elect Director Emma S. Battle	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	2	Yes	Elect Director Daniel W. Campbell	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	3	Yes	Elect Director Andrew D. Lipman	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	4	Yes	Elect Director Steven J. Lund	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	5	Yes	Elect Director Ryan S. Napierski	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	6	Yes	Elect Director Laura Nathanson	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Nu Skin Enterprises, Inc.	06/07/2023	Management	7	Yes	Elect Director Thomas R. Pisano	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	8	Yes	Elect Director Zheqing (Simon) Shen	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	9	Yes	Elect Director Edwina D. Woodbury	For	For	For	For	Votes AGAINST non-independent nominees Steven Lund, Ryan Napierski, Daniel Campbell, Andrew Lipman and Thomas Pisano are warranted for lack of a majority independent board. Votes AGAINST Daniel Campbell, Andrew Lipman and Thomas Pisano are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nu Skin Enterprises, Inc.	06/07/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Nu Skin Enterprises, Inc.	06/07/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nu Skin Enterprises, Inc.	06/07/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nurix Therapeutics, Inc.	05/04/2023	Management	1	Yes	Elect Director Arthur T. Sands	For	For	For	For	WITHHOLD votes are warranted for nominating committee member Paul Silva for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for governance committee member Paul Silva for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Nurix Therapeutics, Inc.	05/04/2023	Management	2	Yes	Elect Director Lori A. Kunkel	For	For	For	For	WITHHOLD votes are warranted for nominating committee member Paul Silva for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for governance committee member Paul Silva for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Nurix Therapeutics, Inc.	05/04/2023	Management	3	Yes	Elect Director Paul M. Silva	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee member Paul Silva for lack of racial/ethnic diversity on the board. WITHHOLD votes are further warranted for governance committee member Paul Silva for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Nurix Therapeutics, Inc.	05/04/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Nurix Therapeutics, Inc.	05/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Total CEO compensation increased substantially over the prior year due to the grant of significant time-vesting equity awards. In addition, there is limited disclosure with respect to the corporate goals utilized in determining the annual incentive payout.
NuVasive, Inc.	04/27/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the compelling strategic rationale, which includes the opportunity to address the lack of a robotics platform, a key strategic focus area, the projected synergies and potential upside of the combined company, and the uncertainties associated with the standalone alternative, support FOR the proposed transaction is warranted.
NuVasive, Inc.	04/27/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company recently adopted an excise tax gross-up plan to provide for problematic excise tax gross-up entitlements. The company estimates the CFO Matthew Harbaugh's excise tax gross-up payment to be \$1.8 million.
NuVasive, Inc.	04/27/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
NuVasive, Inc.	06/09/2023	Management	1	Yes	Elect Director J. Christopher Barry	For	For	For	For	Votes AGAINST Amy Raimundo are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. Votes AGAINST governance committee chair Leslie Norwalk are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR J. Christopher Barry is warranted.
NuVasive, Inc.	06/09/2023	Management	2	Yes	Elect Director Leslie V. Norwalk	For	For	Against	Against	Votes AGAINST Amy Raimundo are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. Votes AGAINST governance committee chair Leslie Norwalk are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR J. Christopher Barry is warranted.
NuVasive, Inc.	06/09/2023	Management	3	Yes	Elect Director Amy Belt Raimundo	For	For	Against	Against	Votes AGAINST Amy Raimundo are warranted as the board approved a new or extended agreement in the past year that contains an excise tax gross-up provision. Votes AGAINST governance committee chair Leslie Norwalk are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR J. Christopher Barry is warranted.
NuVasive, Inc.	06/09/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NuVasive, Inc.	06/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company recently adopted an excise tax gross-up plan to provide for problematic excise tax gross-up entitlements.
NuVasive, Inc.	06/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NV5 Global, Inc.	06/13/2023	Management	1	Yes	Elect Director Dickerson Wright	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/13/2023	Management	2	Yes	Elect Director Alexander A. Hockman	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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NV5 Global, Inc.	06/13/2023	Management	3	Yes	Elect Director MaryJo E. O'Brien	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/13/2023	Management	4	Yes	Elect Director William D. Pruitt	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/13/2023	Management	5	Yes	Elect Director Francois Tardan	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/13/2023	Management	6	Yes	Elect Director Laurie Conner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/13/2023	Management	7	Yes	Elect Director Denise Dickins	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/13/2023	Management	8	Yes	Elect Director Brian C. Freckmann	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Laurie Conner for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
NV5 Global, Inc.	06/13/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NV5 Global, Inc.	06/13/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
NV5 Global, Inc.	06/13/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.43 percent is excessive. * The company's three-year average burn rate is excessive.
nVent Electric Plc	05/12/2023	Management	1	Yes	Elect Director Sherry A. Aaholm	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	2	Yes	Elect Director Jerry W. Burris	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	3	Yes	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	4	Yes	Elect Director Michael L. Ducker	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	5	Yes	Elect Director Randall J. Hogan	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	6	Yes	Elect Director Danita K. Ostling	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	7	Yes	Elect Director Nicola Palmer	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	8	Yes	Elect Director Herbert K. Parker	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	9	Yes	Elect Director Greg Scheu	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	10	Yes	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
nVent Electric Plc	05/12/2023	Management	12	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
nVent Electric Plc	05/12/2023	Management	13	Yes	Authorize Board to Issue of Shares under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
nVent Electric Plc	05/12/2023	Management	14	Yes	Authorize the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
nVent Electric Plc	05/12/2023	Management	15	Yes	Authorize Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
O-I Glass, Inc.	05/09/2023	Management	1	Yes	Elect Director Samuel R. Chapin	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	2	Yes	Elect Director David V. Clark, II	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	3	Yes	Elect Director Gordon J. Hardie	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	4	Yes	Elect Director John Humphrey	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	5	Yes	Elect Director Andres A. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	6	Yes	Elect Director Alan J. Murray	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	7	Yes	Elect Director Hari N. Nair	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	8	Yes	Elect Director Catherine I. Slater	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	9	Yes	Elect Director John H. Walker	For	For	For	For	A vote FOR all director nominees is warranted.
O-I Glass, Inc.	05/09/2023	Management	10	Yes	Elect Director Carol A. Williams	For	For	For	For	A vote FOR all director nominees is warranted.

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O-I Glass, Inc.	05/09/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
O-I Glass, Inc.	05/09/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
O-I Glass, Inc.	05/09/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate amount of personal aircraft use perquisite and excessive tax gross-up related to life insurance provided to the CEO.
O-I Glass, Inc.	05/09/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oak Valley Bancorp	06/20/2023	Management	1	Yes	Elect Director Christopher M. Courtney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Christopher Courtney are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Oak Valley Bancorp	06/20/2023	Management	2	Yes	Elect Director Lynn R. Dickerson	For	For	For	For	WITHHOLD votes for non-independent nominee Christopher Courtney are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Oak Valley Bancorp	06/20/2023	Management	3	Yes	Elect Director Allison C. Lafferty	For	For	For	For	WITHHOLD votes for non-independent nominee Christopher Courtney are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Oak Valley Bancorp	06/20/2023	Management	4	Yes	Elect Director Terrance P. Withrow	For	For	For	For	WITHHOLD votes for non-independent nominee Christopher Courtney are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Oak Valley Bancorp	06/20/2023	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Oceaneering International, Inc.	05/16/2023	Management	1	Yes	Elect Director William B. Berry	For	For	For	For	A vote FOR the director nominees is warranted.
Oceaneering International, Inc.	05/16/2023	Management	2	Yes	Elect Director Jon Erik Reinhardsen	For	For	For	For	A vote FOR the director nominees is warranted.
Oceaneering International, Inc.	05/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Oceaneering International, Inc.	05/16/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oceaneering International, Inc.	05/16/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OceanFirst Financial Corp.	05/23/2023	Management	1	Yes	Elect Director Anthony R. Coscia	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	2	Yes	Elect Director Michael D. Devlin	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	3	Yes	Elect Director Jack M. Farris	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	4	Yes	Elect Director Kimberly M. Guadagno	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	5	Yes	Elect Director Nicos Katsoulis	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	6	Yes	Elect Director Joseph J. Lebel, III	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OceanFirst Financial Corp.	05/23/2023	Management	7	Yes	Elect Director Christopher D. Maher	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	8	Yes	Elect Director Joseph M. Murphy, Jr.	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	9	Yes	Elect Director Steven M. Scopellite	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	10	Yes	Elect Director Grace C. Torres	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	11	Yes	Elect Director Patricia L. Turner	For	For	For	For	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	12	Yes	Elect Director John E. Walsh	For	For	Withhold	Withhold	WITHHOLD votes for John Walsh are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OceanFirst Financial Corp.	05/23/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentive payouts were based primarily on the achievement of financial metrics and half of the equity awards under the long-term incentive program is performance-conditioned. In addition, the company shifted to granting performance-based awards with a multi-year measurement period.
OceanFirst Financial Corp.	05/23/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
OceanFirst Financial Corp.	05/23/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ocwen Financial Corporation	05/23/2023	Management	1	Yes	Elect Director Glen A. Messina	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/23/2023	Management	2	Yes	Elect Director Alan J. Bowers	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/23/2023	Management	3	Yes	Elect Director Jenne K. Britell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/23/2023	Management	4	Yes	Elect Director Jacques J. Busquet	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/23/2023	Management	5	Yes	Elect Director Phyllis R. Caldwell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/23/2023	Management	6	Yes	Elect Director DeForest B. Soaries, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/23/2023	Management	7	Yes	Elect Director Kevin Stein	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Ocwen Financial Corporation	05/23/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ocwen Financial Corporation	05/23/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ocwen Financial Corporation	05/23/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ocwen Financial Corporation	05/23/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

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OFG Bancorp	04/26/2023	Management	1	Yes	Elect Director Julian S. Inclan	For	For	Withhold	Withhold	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
OFG Bancorp	04/26/2023	Management	2	Yes	Elect Director Jose R. Fernandez	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
OFG Bancorp	04/26/2023	Management	3	Yes	Elect Director Jorge Colon-Gerena	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
OFG Bancorp	04/26/2023	Management	4	Yes	Elect Director Nestor de Jesus	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
OFG Bancorp	04/26/2023	Management	5	Yes	Elect Director Annette Franqui	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
OFG Bancorp	04/26/2023	Management	6	Yes	Elect Director Susan Harnett	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
OFG Bancorp	04/26/2023	Management	7	Yes	Elect Director Rafael Velez	For	For	For	For	WITHHOLD votes for Julian Inclan are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
OFG Bancorp	04/26/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
OFG Bancorp	04/26/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OFG Bancorp	04/26/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the top five executives during the last fiscal year exceeds 15 percent of total awards.
OFG Bancorp	04/26/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oil States International, Inc.	05/09/2023	Management	1	Yes	Elect Director Lawrence R. Dickerson	For	For	For	For	A vote FOR all director nominees is warranted.
Oil States International, Inc.	05/09/2023	Management	2	Yes	Elect Director Cindy B. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Oil States International, Inc.	05/09/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. Annual incentives were based on pre-set financial measures and half of long-term incentives are subject to the achievement of objective performance goals. In addition, long-term performance-based cash payouts are capped at target when the company's TSR is negative. Moreover, prior cycle performance awards were forfeited when goals were not met.
Oil States International, Inc.	05/09/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oil States International, Inc.	05/09/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oil States International, Inc.	05/09/2023	Management	6	Yes	Amend Certificate of Incorporation to Provide for the Limitation of Liability of Certain Officers in Limited Circumstances	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Old National Bancorp	05/10/2023	Management	1	Yes	Elect Director Barbara A. Boigegrain	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	2	Yes	Elect Director Thomas L. Brown	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	3	Yes	Elect Director Kathryn J. Hayley	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	4	Yes	Elect Director Peter J. Henseler	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	5	Yes	Elect Director Daniel S. Hermann	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	6	Yes	Elect Director Ryan C. Kitchell	For	For	For	For	A vote FOR the director nominees is warranted.

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Old National Bancorp	05/10/2023	Management	7	Yes	Elect Director Austin M. Ramirez	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	8	Yes	Elect Director Ellen A. Rudnick	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	9	Yes	Elect Director James C. Ryan, III	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	10	Yes	Elect Director Thomas E. Salmon	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	11	Yes	Elect Director Michael L. Scudder	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	12	Yes	Elect Director Rebecca S. Skillman	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	13	Yes	Elect Director Michael J. Small	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	14	Yes	Elect Director Derrick J. Stewart	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	15	Yes	Elect Director Stephen C. Van Arsdell	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	16	Yes	Elect Director Katherine E. White	For	For	For	For	A vote FOR the director nominees is warranted.
Old National Bancorp	05/10/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The increase in CEO pay is driven by pay decisions made in connection with the merger of equals between the legacy company and First Midwest Bancorp, including increases to STI and LTI opportunities, and a one-time integration award of PSUs. Although the performance-condition for the one-time award overlaps with an STI metric and goal, the weighting of the STI metric is relatively small and the committee's rationale for utilizing the metric in both vehicles is reasonable. Additionally, the CEO's award is 100 percent performance-based, and all merger-related one-time awards were granted in exchange for the executive agreeing to waive good reason rights that would qualify them for severance. There is some concern surrounding STI and LTI goal rigor, which warrants continued close monitoring. However, the STI program is entirely based on quantified, pre-set goals, and the majority of LTI awards are earned based on clearly disclosed multi-year goals. Continued close monitoring of pay program goal rigor, outcomes and pay levels is warranted.
Old National Bancorp	05/10/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Old National Bancorp	05/10/2023	Management	19	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Old National Bancorp	05/10/2023	Management	20	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Old Republic International Corporation	05/25/2023	Management	1	Yes	Elect Director Barbara A. Adachi	For	For	For	For	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	2	Yes	Elect Director Charles J. Kovaleski	For	For	For	For	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	3	Yes	Elect Director Craig R. Smiddy	For	For	For	For	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	4	Yes	Elect Director Fredricka Taubitz	For	For	Withhold	Withhold	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corporation	05/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Old Republic International Corporation	05/25/2023	Management	7	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Old Republic International Corporation	05/25/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Old Second Bancorp, Inc.	05/23/2023	Management	1	Yes	Elect Director William Kane	For	For	Against	Against	Votes AGAINST non-independent nominees William Kane, John Ladowicz and Patti Temple Rocks are warranted for lack of a majority independent board. Votes AGAINST William Kane and John Ladowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/23/2023	Management	2	Yes	Elect Director John Ladowicz	For	For	Against	Against	Votes AGAINST non-independent nominees William Kane, John Ladowicz and Patti Temple Rocks are warranted for lack of a majority independent board. Votes AGAINST William Kane and John Ladowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/23/2023	Management	3	Yes	Elect Director Billy J. Lyons, Jr.	For	For	For	For	Votes AGAINST non-independent nominees William Kane, John Ladowicz and Patti Temple Rocks are warranted for lack of a majority independent board. Votes AGAINST William Kane and John Ladowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/23/2023	Management	4	Yes	Elect Director Patti Temple Rocks	For	For	Against	Against	Votes AGAINST non-independent nominees William Kane, John Ladowicz and Patti Temple Rocks are warranted for lack of a majority independent board. Votes AGAINST William Kane and John Ladowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/23/2023	Management	5	Yes	Elect Director John Williams, Jr.	For	For	For	For	Votes AGAINST non-independent nominees William Kane, John Ladowicz and Patti Temple Rocks are warranted for lack of a majority independent board. Votes AGAINST William Kane and John Ladowicz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Second Bancorp, Inc.	05/23/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Old Second Bancorp, Inc.	05/23/2023	Management	7	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Olin Corporation	04/27/2023	Management	1	Yes	Elect Director Beverley A. Babcock	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	2	Yes	Elect Director C. Robert Bunch	For	For	Against	Against	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	3	Yes	Elect Director Matthew S. Darnall	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	4	Yes	Elect Director Earl L. Shipp	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	5	Yes	Elect Director Scott M. Sutton	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	6	Yes	Elect Director William H. Weideman	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Olin Corporation	04/27/2023	Management	7	Yes	Elect Director W. Anthony Will	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	8	Yes	Elect Director Carol A. Williams	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Olin Corporation	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Olin Corporation	04/27/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	1	Yes	Elect Director Alissa Ahlman	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	2	Yes	Elect Director Robert Fisch	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	3	Yes	Elect Director Stanley Fleishman	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	4	Yes	Elect Director Thomas Hendrickson	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	5	Yes	Elect Director Abid Rizvi	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	6	Yes	Elect Director John Swygert	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	7	Yes	Elect Director Stephen White	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	8	Yes	Elect Director Richard Zannino	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Olympic Steel, Inc.	05/05/2023	Management	1	Yes	Elect Director Michael D. Siegal	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Siegal, Richard Marabito and Arthur Anton are warranted for lack of a majority independent board. Votes AGAINST Arthur Anton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/05/2023	Management	2	Yes	Elect Director Arthur F. Anton	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Siegal, Richard Marabito and Arthur Anton are warranted for lack of a majority independent board. Votes AGAINST Arthur Anton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/05/2023	Management	3	Yes	Elect Director Richard T. Marabito	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Siegal, Richard Marabito and Arthur Anton are warranted for lack of a majority independent board. Votes AGAINST Arthur Anton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/05/2023	Management	4	Yes	Elect Director Michael G. Rippey	For	For	For	For	Votes AGAINST non-independent nominees Michael Siegal, Richard Marabito and Arthur Anton are warranted for lack of a majority independent board. Votes AGAINST Arthur Anton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/05/2023	Management	5	Yes	Elect Director Vanessa L. Whiting	For	For	For	For	Votes AGAINST non-independent nominees Michael Siegal, Richard Marabito and Arthur Anton are warranted for lack of a majority independent board. Votes AGAINST Arthur Anton are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olympic Steel, Inc.	05/05/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Olympic Steel, Inc.	05/05/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Olympic Steel, Inc.	05/05/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OmniAb, Inc.	06/23/2023	Management	1	Yes	Elect Director Matthew W. Foehr	For	For	For	For	A vote FOR all director nominees is warranted.
OmniAb, Inc.	06/23/2023	Management	2	Yes	Elect Director Jennifer Cochran	For	For	For	For	A vote FOR all director nominees is warranted.
OmniAb, Inc.	06/23/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Omnicell, Inc.	05/23/2023	Management	1	Yes	Elect Director Joanne B. Bauer	For	For	For	For	WITHHOLD votes for Robin Seim and Sara White are warranted for serving as non-independent members of a key board committee. A vote FOR Joanne B. Bauer is warranted.
Omnicell, Inc.	05/23/2023	Management	2	Yes	Elect Director Robin G. Seim	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robin Seim and Sara White are warranted for serving as non-independent members of a key board committee. A vote FOR Joanne B. Bauer is warranted.
Omnicell, Inc.	05/23/2023	Management	3	Yes	Elect Director Sara J. White	For	For	Withhold	Withhold	WITHHOLD votes for Robin Seim and Sara White are warranted for serving as non-independent members of a key board committee. A vote FOR Joanne B. Bauer is warranted.
Omnicell, Inc.	05/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Omnicell, Inc.	05/23/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Omnicell, Inc.	05/23/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Omnicell, Inc.	05/23/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Omnicell, Inc.	05/23/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONE Gas, Inc.	05/25/2023	Management	1	Yes	Elect Director Robert B. Evans	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	2	Yes	Elect Director John W. Gibson	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	3	Yes	Elect Director Tracy E. Hart	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	4	Yes	Elect Director Michael G. Hutchinson	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	5	Yes	Elect Director Robert S. McAnnally	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	6	Yes	Elect Director Pattye L. Moore	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	7	Yes	Elect Director Eduardo L. Rodriguez	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	8	Yes	Elect Director Douglas H. Yaeger	For	For	For	For	Votes FOR all director nominees are warranted.
ONE Gas, Inc.	05/25/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONE Gas, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
OneMain Holdings, Inc.	06/13/2023	Management	1	Yes	Elect Director Phyllis R. Caldwell	For	For	For	For	A vote FOR all director nominees is warranted.
OneMain Holdings, Inc.	06/13/2023	Management	2	Yes	Elect Director Roy A. Guthrie	For	For	For	For	A vote FOR all director nominees is warranted.
OneMain Holdings, Inc.	06/13/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
OneMain Holdings, Inc.	06/13/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneMain Holdings, Inc.	06/13/2023	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
OneMain Holdings, Inc.	06/13/2023	Management	6	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted, as a majority vote standard for uncontested director elections will increase shareholder rights while improving director accountability.
OneSpan Inc.	06/08/2023	Management	1	Yes	Elect Director Marc Boroditsky	For	For	For	For	Votes FOR all director nominees are warranted.

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OneSpan Inc.	06/08/2023	Management	2	Yes	Elect Director Garry Capers	For	For	For	For	Votes FOR all director nominees are warranted.
OneSpan Inc.	06/08/2023	Management	3	Yes	Elect Director Sarika Garg	For	For	For	For	Votes FOR all director nominees are warranted.
OneSpan Inc.	06/08/2023	Management	4	Yes	Elect Director Marianne Johnson	For	For	For	For	Votes FOR all director nominees are warranted.
OneSpan Inc.	06/08/2023	Management	5	Yes	Elect Director Michael McConnell	For	For	For	For	Votes FOR all director nominees are warranted.
OneSpan Inc.	06/08/2023	Management	6	Yes	Elect Director Matthew Moynahan	For	For	For	For	Votes FOR all director nominees are warranted.
OneSpan Inc.	06/08/2023	Management	7	Yes	Elect Director Alfred Nietzel	For	For	For	For	Votes FOR all director nominees are warranted.
OneSpan Inc.	06/08/2023	Management	8	Yes	Elect Director Marc Zenner	For	For	For	For	Votes FOR all director nominees are warranted.
OneSpan Inc.	06/08/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
OneSpan Inc.	06/08/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneSpaWorld Holdings Limited	06/07/2023	Management	1	Yes	Elect Director Andrew R. Heyer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Heyer are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for director nominees Leonard Fluxman and Andrew Heyer given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
OneSpaWorld Holdings Limited	06/07/2023	Management	2	Yes	Elect Director Leonard Fluxman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Heyer are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for director nominees Leonard Fluxman and Andrew Heyer given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
OneSpaWorld Holdings Limited	06/07/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Onto Innovation Inc.	05/09/2023	Management	1	Yes	Elect Director Christopher A. Seams	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	2	Yes	Elect Director Leo Berlinghieri	For	For	Against	Against	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	3	Yes	Elect Director Stephen D. Kelley	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	4	Yes	Elect Director David B. Miller	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	5	Yes	Elect Director Michael P. Plisinski	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	6	Yes	Elect Director Karen M. Rogge	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	7	Yes	Elect Director May Su	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	8	Yes	Elect Director Christine A. Tsingos	For	For	For	For	Votes AGAINST Leo Berlinghieri are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Onto Innovation Inc.	05/09/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Onto Innovation Inc.	05/09/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Onto Innovation Inc.	05/09/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Ooma, Inc.	06/01/2023	Management	1	Yes	Elect Director Susan Butenhoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Russell (Russ) Mann are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member Susan Butenhoff given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ooma, Inc.	06/01/2023	Management	2	Yes	Elect Director Russ Mann	For	For	Withhold	Withhold	WITHHOLD votes for Russell (Russ) Mann are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member Susan Butenhoff given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Ooma, Inc.	06/01/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ooma, Inc.	06/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
OP Bancorp	06/22/2023	Management	1	Yes	Elect Director Brian Choi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/22/2023	Management	2	Yes	Elect Director Ernest E. Dow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control. A vote FOR the remaining director nominees is warranted.

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OP Bancorp	06/22/2023	Management	3	Yes	Elect Director Soo Hun Jung	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/22/2023	Management	4	Yes	Elect Director Hyung J. Kim	For	For	For	For	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/22/2023	Management	5	Yes	Elect Director Min J. Kim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control. A vote FOR the remaining director nominees is warranted.

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OP Bancorp	06/22/2023	Management	6	Yes	Elect Director Sunny Kwon	For	For	For	For	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/22/2023	Management	7	Yes	Elect Director Yong Sin Shin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brian Choi, Min Kim, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are warranted for lack of a majority independent board. WITHHOLD votes for Brian Choi, Ernest Dow, Soo Hun (Chong) Jung and Yong Sin Shin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Brian Choi, Ernest Dow, Soo Hun (Chong) Jung, and Yong Sin Shin are warranted in the absence of a say-on-pay proposal because the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, equity awards to the CEO lack any performance-contingent pay elements, and equity awards allow for auto-accelerated vesting of equity in the event of a change-in-control. A vote FOR the remaining director nominees is warranted.
OP Bancorp	06/22/2023	Management	8	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Open Lending Corporation	05/24/2023	Management	1	Yes	Elect Director John J. Flynn	For	For	For	For	WITHHOLD votes for Governance Committee member nominee Jessica Snyder are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Open Lending Corporation	05/24/2023	Management	2	Yes	Elect Director Keith A. Jezek	For	For	For	For	WITHHOLD votes for Governance Committee member nominee Jessica Snyder are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Open Lending Corporation	05/24/2023	Management	3	Yes	Elect Director Jessica Snyder	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member nominee Jessica Snyder are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Open Lending Corporation	05/24/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Open Lending Corporation	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Total CEO compensation was mostly comprised of a significant time-vesting equity award which was made in connection with his commencement of his employment. Such award is not expected to recur. Moreover, annual incentives were primarily based on pre-set objective measures and no bonuses were paid when the performance goals were not met.
Optical Cable Corporation	03/28/2023	Management	1	Yes	Elect Director Neil D. Wilkin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes are further warranted for Nominating Committee chairman Randall Frazier for failing to establish gender diversity on the board.
Optical Cable Corporation	03/28/2023	Management	2	Yes	Elect Director Randall H. Frazier	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes are further warranted for Nominating Committee chairman Randall Frazier for failing to establish gender diversity on the board.
Optical Cable Corporation	03/28/2023	Management	3	Yes	Elect Director John M. Holland	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes are further warranted for Nominating Committee chairman Randall Frazier for failing to establish gender diversity on the board.
Optical Cable Corporation	03/28/2023	Management	4	Yes	Elect Director John A. Nygren	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes are further warranted for Nominating Committee chairman Randall Frazier for failing to establish gender diversity on the board.

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Optical Cable Corporation	03/28/2023	Management	5	Yes	Elect Director Craig H. Weber	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Neil Wilkin Jr., Randall Frazier, John Holland and Craig Weber are warranted for lack of a majority independent board. WITHHOLD votes for Randall Frazier, John Holland and Craig Weber are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for all director nominees for maintaining a long-term poison pill that has not been ratified by shareholders. WITHHOLD votes are further warranted for Nominating Committee chairman Randall Frazier for failing to establish gender diversity on the board.
Optical Cable Corporation	03/28/2023	Management	6	Yes	Ratify Brown, Edwards & Company, L.L.P. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Optical Cable Corporation	03/28/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company's change-in-control agreements with certain executives contain a modified single-trigger provision; * The company's change-in-control agreements with certain executives contain excise tax gross-up provisions in existing agreements; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
OptimizeRx Corporation	06/07/2023	Management	1	Yes	Elect Director William J. Febbo	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Lynn Vos for lack of racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Gus Halas, James (Jim) Lang, Patrick (Pat) Spangler and Gregory (Greg) Wasson are warranted for approving a new agreement in the past year that contains single-trigger cash severance and excise tax gross-up provisions, and for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR William J. Febbo is warranted.
OptimizeRx Corporation	06/07/2023	Management	2	Yes	Elect Director Gus D. Halas	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Lynn Vos for lack of racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Gus Halas, James (Jim) Lang, Patrick (Pat) Spangler and Gregory (Greg) Wasson are warranted for approving a new agreement in the past year that contains single-trigger cash severance and excise tax gross-up provisions, and for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR William J. Febbo is warranted.
OptimizeRx Corporation	06/07/2023	Management	3	Yes	Elect Director Lynn O'Connor Vos	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Lynn Vos for lack of racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Gus Halas, James (Jim) Lang, Patrick (Pat) Spangler and Gregory (Greg) Wasson are warranted for approving a new agreement in the past year that contains single-trigger cash severance and excise tax gross-up provisions, and for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR William J. Febbo is warranted.

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OptimizeRx Corporation	06/07/2023	Management	4	Yes	Elect Director James Lang	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Lynn Vos for lack of racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Gus Halas, James (Jim) Lang, Patrick (Pat) Spangler and Gregory (Greg) Wasson are warranted for approving a new agreement in the past year that contains single-trigger cash severance and excise tax gross-up provisions, and for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR William J. Febbo is warranted.
OptimizeRx Corporation	06/07/2023	Management	5	Yes	Elect Director Patrick Spangler	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Lynn Vos for lack of racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Gus Halas, James (Jim) Lang, Patrick (Pat) Spangler and Gregory (Greg) Wasson are warranted for approving a new agreement in the past year that contains single-trigger cash severance and excise tax gross-up provisions, and for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR William J. Febbo is warranted.
OptimizeRx Corporation	06/07/2023	Management	6	Yes	Elect Director Gregory D. Wasson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Lynn Vos for lack of racial or ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Gus Halas, James (Jim) Lang, Patrick (Pat) Spangler and Gregory (Greg) Wasson are warranted for approving a new agreement in the past year that contains single-trigger cash severance and excise tax gross-up provisions, and for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR William J. Febbo is warranted.
OptimizeRx Corporation	06/07/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently amended an NEO agreement that provides for problematic single-trigger cash severance and excise tax gross-up provisions. In addition, the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
OptimizeRx Corporation	06/07/2023	Management	8	Yes	Ratify UHY LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Option Care Health, Inc.	05/17/2023	Management	1	Yes	Elect Director John J. Arlotta	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	2	Yes	Elect Director Elizabeth Q. Betten	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	3	Yes	Elect Director Elizabeth D. Bierbower	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	4	Yes	Elect Director Natasha Deckmann	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	5	Yes	Elect Director David W. Golding	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	6	Yes	Elect Director Harry M. Jansen Kraemer, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	7	Yes	Elect Director R. Carter Pate	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	8	Yes	Elect Director John C. Rademacher	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	9	Yes	Elect Director Nitin Sahney	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	10	Yes	Elect Director Timothy P. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Option Care Health, Inc.	05/17/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Option Care Health, Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Option Care Health, Inc.	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OraSure Technologies, Inc.	05/16/2023	Management	1	Yes	Elect Director Mara G. Aspinall	For	For	For	For	A vote FOR Mara G. Aspinall is warranted.
OraSure Technologies, Inc.	05/16/2023	Management	2	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OraSure Technologies, Inc.	05/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the pay-for-performance misalignment is mitigated at this time given that the new CEO received equity awards in connection with her hiring, which awards are not expected to recur. In addition, annual incentives were based on the achievement of pre-set financial metrics and half of equity awards is performance-based. However, a significant portion of a NEO's equity awards vested upon the NEO's resignation, which does not appear to be a qualifying termination. This is considered a problematic pay practice.
OraSure Technologies, Inc.	05/16/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OraSure Technologies, Inc.	05/16/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OraSure Technologies, Inc.	05/16/2023	Shareholder	6	Yes	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction goals would allow shareholders to better assess how the company is mitigating climate change related risks and ensure alignment with the Paris Agreement's goal of limiting warming to 1.5 C for the company's operations.
Organon & Co.	06/06/2023	Management	1	Yes	Elect Director Carrie S. Cox	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/06/2023	Management	2	Yes	Elect Director Alan Ezekowitz	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/06/2023	Management	3	Yes	Elect Director Helene Gayle	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/06/2023	Management	4	Yes	Elect Director Deborah Leone	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive tax gross ups related to relocation benefits.
Organon & Co.	06/06/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Origin Bancorp, Inc.	05/10/2023	Management	1	Yes	Elect Director Daniel Chu	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	2	Yes	Elect Director James D'Agostino, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	3	Yes	Elect Director James Davison, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Origin Bancorp, Inc.	05/10/2023	Management	4	Yes	Elect Director Jay Dyer	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	5	Yes	Elect Director A. La'Verne Edney	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	6	Yes	Elect Director Meryl Farr	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	7	Yes	Elect Director Richard Gallot, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	8	Yes	Elect Director Stacey Goff	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	9	Yes	Elect Director Michael Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	10	Yes	Elect Director Gary Luffey	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Origin Bancorp, Inc.	05/10/2023	Management	11	Yes	Elect Director Farrell Malone	For	For	For	For	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	12	Yes	Elect Director Drake Mills	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	13	Yes	Elect Director Lori Sirman	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	14	Yes	Elect Director Elizabeth Solender	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	15	Yes	Elect Director Steven Taylor	For	For	Against	Against	Votes AGAINST non-independent nominees Drake Mills, James (Jim) Davison Jr., Jay Dyer, Michael Jones, Gary Luffey, Lori Sirman, Elizabeth Solender, and Steven Taylor are warranted for lack of a majority independent board. Votes AGAINST Michael Jones, Gary Luffey, and Elizabeth Solender are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Origin Bancorp, Inc.	05/10/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Total CEO compensation sharply increased over the prior year due to the grant of significant equity awards. While concerns are raised with respect to the size of the awards, half of the awards were performance-conditioned and appear to be subject to rigorous performance goals. Moreover, this is the first time the company has introduced performance awards to the NEOs' equity pay mix. In addition, annual incentives were predominantly based on pre-set objective measures.
Origin Bancorp, Inc.	05/10/2023	Management	17	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Orion Engineered Carbons S.A.	06/07/2023	Management	1	Yes	Elect Director Anthony L. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	2	Yes	Elect Director Kerry A. Galvin	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	3	Yes	Elect Director Paul Huck	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	4	Yes	Elect Director Mary Lindsey	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	5	Yes	Elect Director Didier Miraton	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	6	Yes	Elect Director Yi Hyon Paik	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	7	Yes	Elect Director Corning F. Painter	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	8	Yes	Elect Director Dan F. Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	9	Yes	Elect Director Hans-Dietrich Winkhaus	For	For	For	For	A vote FOR the director nominees is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	10	Yes	Elect Director Michel Wurth	For	For	For	For	A vote FOR the director nominees is warranted.

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Orion Engineered Carbons S.A.	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Orion Engineered Carbons S.A.	06/07/2023	Management	12	Yes	Approve Remuneration of Directors	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.
Orion Engineered Carbons S.A.	06/07/2023	Management	13	Yes	Approve Annual Accounts	For	For	For	For	A vote FOR these items is warranted due to the lack of concerns over the accounts presented and the audit procedures used.
Orion Engineered Carbons S.A.	06/07/2023	Management	14	Yes	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR these items is warranted due to the lack of concerns over the accounts presented and the audit procedures used.
Orion Engineered Carbons S.A.	06/07/2023	Management	15	Yes	Approve Allocation of Income	For	For	For	For	A vote FOR this income allocation proposal is warranted in the absence of concerns regarding the income allocation proposal.
Orion Engineered Carbons S.A.	06/07/2023	Management	16	Yes	Approve Discharge of Directors	For	For	For	For	A vote FOR these items is warranted given the lack of any specific concern with the board's actions over the past year.
Orion Engineered Carbons S.A.	06/07/2023	Management	17	Yes	Approve Discharge of Auditors	For	For	For	For	A vote FOR these items is warranted given the lack of any specific concern with the board's actions over the past year.
Orion Engineered Carbons S.A.	06/07/2023	Management	18	Yes	Ratify Ernst & Young, Luxembourg as Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	19	Yes	Ratify Ernst & Young LLC as Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Orion Engineered Carbons S.A.	06/07/2023	Management	20	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orion Engineered Carbons S.A.	06/07/2023	Management	21	Yes	Approve Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The potential dilution is not considered excessive; * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
Orion Engineered Carbons S.A.	06/07/2023	Management	1	Yes	Approve Renewal of Authorized Share Capital	For	For	For	For	A vote FOR the Item is warranted because the authorization falls within Public Fund Advisory Services guidelines regarding both volume and duration.
Orion Engineered Carbons S.A.	06/07/2023	Management	2	Yes	Change Company Name to Orion S.A.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Orion Group Holdings Inc.	05/18/2023	Management	1	Yes	Elect Director Thomas N. Amonett	For	For	Against	Against	Votes AGAINST non-independent nominees Travis Boone and Thomas Amonett are warranted for lack of a majority independent board. Votes AGAINST Thomas Amonett are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret M. Foran is warranted.
Orion Group Holdings Inc.	05/18/2023	Management	2	Yes	Elect Director Margaret M. Foran	For	For	For	For	Votes AGAINST non-independent nominees Travis Boone and Thomas Amonett are warranted for lack of a majority independent board. Votes AGAINST Thomas Amonett are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret M. Foran is warranted.
Orion Group Holdings Inc.	05/18/2023	Management	3	Yes	Elect Director Travis J. Boone	For	For	Against	Against	Votes AGAINST non-independent nominees Travis Boone and Thomas Amonett are warranted for lack of a majority independent board. Votes AGAINST Thomas Amonett are also warranted for serving as a non-independent member of a key board committee. A vote FOR Margaret M. Foran is warranted.
Orion Group Holdings Inc.	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Orion Group Holdings Inc.	05/18/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Orion Group Holdings Inc.	05/18/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Ormat Technologies, Inc.	05/09/2023	Management	1	Yes	Elect Director Isaac Angel	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	2	Yes	Elect Director Karin Corfee	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	3	Yes	Elect Director David Granot	For	For	Against	Against	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	4	Yes	Elect Director Michal Marom	For	For	Against	Against	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	5	Yes	Elect Director Mike Nikkel	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	6	Yes	Elect Director Dafna Sharir	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	7	Yes	Elect Director Stanley B. Stern	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	8	Yes	Elect Director Hidetake Takahashi	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	9	Yes	Elect Director Byron G. Wong	For	For	For	For	Votes AGAINST David Granot are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Michal Marom Brikman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Ormat Technologies, Inc.	05/09/2023	Management	10	Yes	Ratify Kesselman & Kesselman as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Ormat Technologies, Inc.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ormat Technologies, Inc.	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Orrstown Financial Services, Inc.	05/02/2023	Management	1	Yes	Elect Director Cindy J. Joiner	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Zullinger and Glenn Snoke are warranted for lack of a majority independent board. WITHHOLD votes for Joel Zullinger and Glenn Snoke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Orrstown Financial Services, Inc.	05/02/2023	Management	2	Yes	Elect Director Eric A. Segal	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Zullinger and Glenn Snoke are warranted for lack of a majority independent board. WITHHOLD votes for Joel Zullinger and Glenn Snoke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Orrstown Financial Services, Inc.	05/02/2023	Management	3	Yes	Elect Director Glenn W. Snoke	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Zullinger and Glenn Snoke are warranted for lack of a majority independent board. WITHHOLD votes for Joel Zullinger and Glenn Snoke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Orrstown Financial Services, Inc.	05/02/2023	Management	4	Yes	Elect Director Joel R. Zullinger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Zullinger and Glenn Snoke are warranted for lack of a majority independent board. WITHHOLD votes for Joel Zullinger and Glenn Snoke are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Orrstown Financial Services, Inc.	05/02/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the company has legacy arrangements with the CEO that provide for excise tax gross-up payments and automatic accelerated vesting of equity awards upon a change-in-control.
Orrstown Financial Services, Inc.	05/02/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Orrstown Financial Services, Inc.	05/02/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orthofix Medical Inc.	01/04/2023	Management	1	Yes	Issue Shares in Connection with the Merger	For	For	For	For	The merger appears preferable to the unsolicited acquisition proposal due to concerns about the proposal's certainty and valuation, expectations that the merger will generate cost synergies, the merger's logical strategic rationale, and the reasonable merger valuation. In light of these considerations, support for the proposed transaction is warranted. In light of these considerations, a vote FOR the proposed transaction is warranted.
Orthofix Medical Inc.	01/04/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
Orthofix Medical Inc.	06/19/2023	Management	1	Yes	Elect Director Wayne Burris	For	For	For	For	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	2	Yes	Elect Director Catherine M. Burzik	For	For	Against	Against	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	3	Yes	Elect Director Stuart M. Essig	For	For	For	For	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Orthofix Medical Inc.	06/19/2023	Management	4	Yes	Elect Director Jason M. Hannon	For	For	For	For	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	5	Yes	Elect Director John B. Henneman, III	For	For	For	For	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	6	Yes	Elect Director James F. Hinrichs	For	For	For	For	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	7	Yes	Elect Director Shweta Singh Maniar	For	For	For	For	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	8	Yes	Elect Director Michael E. Paolucci	For	For	Against	Against	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	9	Yes	Elect Director Keith C. Valentine	For	For	For	For	Votes AGAINST incumbent governance committee members Catherine (Cathy) Burzik and Michael (Mike) Paolucci are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Orthofix Medical Inc.	06/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Orthofix Medical Inc.	06/19/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orthofix Medical Inc.	06/19/2023	Management	12	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
Orthofix Medical Inc.	06/19/2023	Management	13	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Orthofix Medical Inc.	06/19/2023	Management	14	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Orthofix Medical Inc.	06/19/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.19 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Orthofix Medical Inc.	06/19/2023	Management	16	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Orthofix Medical Inc.	06/19/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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OrthoPediatics Corp.	06/14/2023	Management	1	Yes	Elect Director George S. M. Dyer	For	For	For	For	WITHHOLD votes for non-independent nominees Terry Schlotterback, David Pelizzon and Harald Ruf are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Terry Schlotterback, David Pelizzon, and Harald Ruf given the board's failure to remove, or subject to a sunset requirements, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Terry Schlotterback are also warranted for serving as a non-independent member of a key board committee. A vote FOR George S. M. Dyer is warranted.
OrthoPediatics Corp.	06/14/2023	Management	2	Yes	Elect Director David R. Pelizzon	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terry Schlotterback, David Pelizzon and Harald Ruf are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Terry Schlotterback, David Pelizzon, and Harald Ruf given the board's failure to remove, or subject to a sunset requirements, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Terry Schlotterback are also warranted for serving as a non-independent member of a key board committee. A vote FOR George S. M. Dyer is warranted.
OrthoPediatics Corp.	06/14/2023	Management	3	Yes	Elect Director Harald Ruf	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terry Schlotterback, David Pelizzon and Harald Ruf are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Terry Schlotterback, David Pelizzon, and Harald Ruf given the board's failure to remove, or subject to a sunset requirements, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Terry Schlotterback are also warranted for serving as a non-independent member of a key board committee. A vote FOR George S. M. Dyer is warranted.
OrthoPediatics Corp.	06/14/2023	Management	4	Yes	Elect Director Terry D. Schlotterback	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terry Schlotterback, David Pelizzon and Harald Ruf are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Terry Schlotterback, David Pelizzon, and Harald Ruf given the board's failure to remove, or subject to a sunset requirements, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Terry Schlotterback are also warranted for serving as a non-independent member of a key board committee. A vote FOR George S. M. Dyer is warranted.
OrthoPediatics Corp.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity upon a change in control, long-term awards that lack any performance-contingent pay elements, and the company's failure to adopt several risk-mitigating policies.
OrthoPediatics Corp.	06/14/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OrthoPediatics Corp.	06/14/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Oshkosh Corporation	05/03/2023	Management	1	Yes	Elect Director Keith J. Allman	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	2	Yes	Elect Director Douglas L. Davis	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	3	Yes	Elect Director Tyrone M. Jordan	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	4	Yes	Elect Director Kimberley Metcalf-Kupres	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	5	Yes	Elect Director Stephen D. Newlin	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	6	Yes	Elect Director Duncan J. Palmer	For	For	Withhold	Withhold	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	7	Yes	Elect Director David G. Perkins	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	8	Yes	Elect Director John C. Pfeifer	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	9	Yes	Elect Director Sandra E. Rowland	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	10	Yes	Elect Director John S. Shiely	For	For	Withhold	Withhold	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oshkosh Corporation	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Oshkosh Corporation	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oshkosh Corporation	05/03/2023	Shareholder	14	Yes	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
Otter Tail Corporation	04/17/2023	Management	1	Yes	Elect Director John D. Erickson	For	For	For	For	A vote FOR the director nominees is warranted.
Otter Tail Corporation	04/17/2023	Management	2	Yes	Elect Director Nathan I. Partain	For	For	For	For	A vote FOR the director nominees is warranted.
Otter Tail Corporation	04/17/2023	Management	3	Yes	Elect Director Jeanne H. Crain	For	For	For	For	A vote FOR the director nominees is warranted.
Otter Tail Corporation	04/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay for performance are reasonably aligned and no significant concerns were identified at this time.
Otter Tail Corporation	04/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Otter Tail Corporation	04/17/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Otter Tail Corporation	04/17/2023	Management	7	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Outset Medical, Inc.	05/31/2023	Management	1	Yes	Elect Director Jim Hinrichs	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director James (Jim) Hinrichs, Andrea Saia, and Catherine (Katie) Szyman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Outset Medical, Inc.	05/31/2023	Management	2	Yes	Elect Director Andrea L. Saia	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director James (Jim) Hinrichs, Andrea Saia, and Catherine (Katie) Szyman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Outset Medical, Inc.	05/31/2023	Management	3	Yes	Elect Director Catherine Szyman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director James (Jim) Hinrichs, Andrea Saia, and Catherine (Katie) Szyman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Outset Medical, Inc.	05/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Pay-for-performance concerns are sufficiently mitigated by the fact that bonuses are predominantly based on pre-set metrics and a significant portion of LTI awards is subject to rigorous stock price goals.
Outset Medical, Inc.	05/31/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Overseas Shipholding Group, Inc.	06/15/2023	Management	1	Yes	Elect Director Rebecca K. DeLaet	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	2	Yes	Elect Director Joseph I. Kronsberg	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	3	Yes	Elect Director Elaine D. Luria	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	4	Yes	Elect Director Samuel H. Norton	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	5	Yes	Elect Director John P. Reddy	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	6	Yes	Elect Director Julie E. Silcock	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	7	Yes	Elect Director Gary Eugene Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	8	Yes	Elect Director Douglas D. Wheat	For	For	For	For	A vote FOR all director nominees is warranted.
Overseas Shipholding Group, Inc.	06/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Overseas Shipholding Group, Inc.	06/15/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Overseas Shipholding Group, Inc.	06/15/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Overseas Shipholding Group, Inc.	06/15/2023	Management	12	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Owens & Minor, Inc.	05/11/2023	Management	1	Yes	Elect Director Mark A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	2	Yes	Elect Director Gwendolyn M. Bingham	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	3	Yes	Elect Director Kenneth Gardner-Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	4	Yes	Elect Director Robert J. Henkel	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	5	Yes	Elect Director Rita F. Johnson-Mills	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	6	Yes	Elect Director Stephen W. Klemash	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	7	Yes	Elect Director Teresa L. Kline	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	8	Yes	Elect Director Edward A. Pesicka	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	9	Yes	Elect Director Carissa L. Rollins	For	For	For	For	A vote FOR all director nominees is warranted.
Owens & Minor, Inc.	05/11/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no concerns with the features of the plan were identified.
Owens & Minor, Inc.	05/11/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens & Minor, Inc.	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns are identified at this time.

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P.A.M. Transportation Services, Inc.	04/27/2023	Management	1	Yes	Elect Director Michael D. Bishop	For	For	For	For	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	2	Yes	Elect Director Frederick P. Calderone	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	3	Yes	Elect Director W. Scott Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	4	Yes	Elect Director Edwin J. Lukas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	5	Yes	Elect Director Franklin H. McLarty	For	For	For	For	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.

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P.A.M. Transportation Services, Inc.	04/27/2023	Management	6	Yes	Elect Director H. Pete Montano	For	For	For	For	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	7	Yes	Elect Director Matthew J. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	8	Yes	Elect Director Matthew T. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	9	Yes	Elect Director Joseph A. Vitiritto	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Matthew T. Moroun, Joseph Vitiritto, Frederick Calderone, W. Scott Davis, Edwin Lukas and Matthew J. Moroun are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Joseph Vitiritto and W. Scott Davis are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Matthew T. Moroun are further warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
P.A.M. Transportation Services, Inc.	04/27/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pacific Biosciences of California, Inc.	05/24/2023	Management	1	Yes	Elect Director Christian O. Henry	For	For	Against	Against	Votes AGAINST non-independent nominee Christian Henry are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Pacific Biosciences of California, Inc.	05/24/2023	Management	2	Yes	Elect Director John F. Milligan	For	For	For	For	Votes AGAINST non-independent nominee Christian Henry are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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Pacific Biosciences of California, Inc.	05/24/2023	Management	3	Yes	Elect Director Lucy Shapiro	For	For	For	For	Votes AGAINST non-independent nominee Christian Henry are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Pacific Biosciences of California, Inc.	05/24/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pacific Biosciences of California, Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, for a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pacific Biosciences of California, Inc.	05/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pacific Biosciences of California, Inc.	05/24/2023	Management	7	Yes	Advisory Vote on Retention of Classified Board Structure	None	Against	Against	Against	A vote AGAINST this proposal is warranted because a classified board structure eliminates shareholders' ability to evaluate a director's performance on an annual basis, can entrench management, and effectively precludes most takeover bids and proxy contests, even if they are beneficial to the shareholder base.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	1	Yes	Elect Director Ayad A. Fargo	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	2	Yes	Elect Director Steven R. Gardner	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	3	Yes	Elect Director Joseph L. Garrett	For	For	Against	Against	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	4	Yes	Elect Director Stephanie Hsieh	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	5	Yes	Elect Director Jeffrey C. Jones	For	For	Against	Against	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	6	Yes	Elect Director Rose E. McKinney-James	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	7	Yes	Elect Director M. Christian Mitchell	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	8	Yes	Elect Director George M. Pereira	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	9	Yes	Elect Director Barbara S. Polsky	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	10	Yes	Elect Director Zareh H. Sarrafian	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	11	Yes	Elect Director Jaynie M. Studenmund	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	12	Yes	Elect Director Richard C. Thomas	For	For	For	For	Votes AGAINST Joseph Garrett and Jeffrey (Jeff) Jones are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Pacific Premier Bancorp, Inc.	05/22/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Pacific Premier Bancorp, Inc.	05/22/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Pacira BioSciences, Inc.	06/13/2023	Management	1	Yes	Elect Director Christopher Christie	For	For	For	For	WITHHOLD votes for non-independent nominees David Stack and Gary Pace are warranted for lack of a majority independent board. WITHHOLD votes for Gary Pace are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee member Gary Pace are further warranted for lack of racial or ethnic diversity on the board. A vote FOR Christopher Christie is warranted.
Pacira BioSciences, Inc.	06/13/2023	Management	2	Yes	Elect Director Gary W. Pace	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Stack and Gary Pace are warranted for lack of a majority independent board. WITHHOLD votes for Gary Pace are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee member Gary Pace are further warranted for lack of racial or ethnic diversity on the board. A vote FOR Christopher Christie is warranted.
Pacira BioSciences, Inc.	06/13/2023	Management	3	Yes	Elect Director David Stack	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Stack and Gary Pace are warranted for lack of a majority independent board. WITHHOLD votes for Gary Pace are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee member Gary Pace are further warranted for lack of racial or ethnic diversity on the board. A vote FOR Christopher Christie is warranted.
Pacira BioSciences, Inc.	06/13/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pacira BioSciences, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pacira BioSciences, Inc.	06/13/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.14 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Pactiv Evergreen Inc.	06/07/2023	Management	1	Yes	Elect Director LeighAnne G. Baker	For	For	For	For	WITHHOLD votes for non-independent nominees Michael King, Duncan Hawkesby and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/07/2023	Management	2	Yes	Elect Director Duncan J. Hawkesby	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael King, Duncan Hawkesby and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/07/2023	Management	3	Yes	Elect Director Allen P. Hugli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael King, Duncan Hawkesby and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Pactiv Evergreen Inc.	06/07/2023	Management	4	Yes	Elect Director Michael J. King	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael King, Duncan Hawkesby and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/07/2023	Management	5	Yes	Elect Director Rolf Stangl	For	For	For	For	WITHHOLD votes for non-independent nominees Michael King, Duncan Hawkesby and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/07/2023	Management	6	Yes	Elect Director Felicia D. Thornton	For	For	For	For	WITHHOLD votes for non-independent nominees Michael King, Duncan Hawkesby and Allen Hugli are warranted for lack of a majority independent board. WITHHOLD votes for Allen Hugli are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pactiv Evergreen Inc.	06/07/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pactiv Evergreen Inc.	06/07/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
PacWest Bancorp	05/02/2023	Management	1	Yes	Elect Director Tanya M. Acker	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	2	Yes	Elect Director Paul R. Burke	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	3	Yes	Elect Director Craig A. Carlson	For	For	Against	Against	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	4	Yes	Elect Director John M. Eggemeyer, III	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	5	Yes	Elect Director C. William Hosler	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	6	Yes	Elect Director Polly B. Jessen	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	7	Yes	Elect Director Susan E. Lester	For	For	Against	Against	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	8	Yes	Elect Director Roger H. Molvar	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	9	Yes	Elect Director Stephanie B. Mudick	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	10	Yes	Elect Director Paul W. Taylor	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PacWest Bancorp	05/02/2023	Management	11	Yes	Elect Director Matthew P. Wagner	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following last year's failed say-on-pay vote, the company contacted a majority of its shareholders, broadly disclosed engagement efforts, and made meaningful changes to the compensation program, including making specific firm commitments regarding one-time equity awards. Nevertheless, a vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.
PacWest Bancorp	05/02/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PacWest Bancorp	05/02/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Palomar Holdings, Inc.	05/25/2023	Management	1	Yes	Elect Director Daryl Bradley	For	For	For	For	A vote FOR all director nominees is warranted.
Palomar Holdings, Inc.	05/25/2023	Management	2	Yes	Elect Director Robert E. Dowdell	For	For	For	For	A vote FOR all director nominees is warranted.
Palomar Holdings, Inc.	05/25/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal.
Palomar Holdings, Inc.	05/25/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Par Pacific Holdings, Inc.	05/02/2023	Management	1	Yes	Elect Director Robert Silberman	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	2	Yes	Elect Director Melvyn Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	3	Yes	Elect Director Curtis Anastasio	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	4	Yes	Elect Director Anthony R. Chase	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	5	Yes	Elect Director Timothy Clossey	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	6	Yes	Elect Director Philip S. Davidson	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	7	Yes	Elect Director Walter Dods	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	8	Yes	Elect Director Katherine Hatcher	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	9	Yes	Elect Director William Monteleone	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	10	Yes	Elect Director William Pate	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	11	Yes	Elect Director Aaron Zell	For	For	For	For	A vote FOR all director nominees is warranted.
Par Pacific Holdings, Inc.	05/02/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Par Pacific Holdings, Inc.	05/02/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Par Pacific Holdings, Inc.	05/02/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Park National Corporation	04/24/2023	Management	1	Yes	Elect Director C. Daniel DeLawder	For	For	Against	Against	Votes AGAINST non-independent nominees C. Daniel (Dan) DeLawder, Matthew Miller and Robert O'Neill are warranted for lack of a majority independent board. Votes AGAINST Robert O'Neill are also warranted for serving as a non-independent member of a key board committee. A vote FOR D. Byrd Miller, III is warranted.
Park National Corporation	04/24/2023	Management	2	Yes	Elect Director D. Byrd Miller, III	For	For	For	For	Votes AGAINST non-independent nominees C. Daniel (Dan) DeLawder, Matthew Miller and Robert O'Neill are warranted for lack of a majority independent board. Votes AGAINST Robert O'Neill are also warranted for serving as a non-independent member of a key board committee. A vote FOR D. Byrd Miller, III is warranted.

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Park National Corporation	04/24/2023	Management	3	Yes	Elect Director Matthew R. Miller	For	For	Against	Against	Votes AGAINST non-independent nominees C. Daniel (Dan) DeLawder, Matthew Miller and Robert O'Neill are warranted for lack of a majority independent board. Votes AGAINST Robert O'Neill are also warranted for serving as a non-independent member of a key board committee. A vote FOR D. Byrd Miller, III is warranted.
Park National Corporation	04/24/2023	Management	4	Yes	Elect Director Robert E. O'Neill	For	For	Against	Against	Votes AGAINST non-independent nominees C. Daniel (Dan) DeLawder, Matthew Miller and Robert O'Neill are warranted for lack of a majority independent board. Votes AGAINST Robert O'Neill are also warranted for serving as a non-independent member of a key board committee. A vote FOR D. Byrd Miller, III is warranted.
Park National Corporation	04/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Park National Corporation	04/24/2023	Management	6	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Park National Corporation	04/24/2023	Management	7	Yes	Authorize Board To Make Limited Future Amendments to Park's Regulations to the Extent Permitted by the Ohio General Corporation Law	For	For	For	For	A vote FOR this proposal is warranted, as, if adopted, it would allow the board the flexibility to keep the Regulations updated while maintaining shareholders' right to amend the Regulations absent prior board approval, and to override any negative amendments that the board might adopt.
Park-Ohio Holdings Corp.	05/17/2023	Management	1	Yes	Elect Director Patrick V. Auletta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Auletta and Dan Moore III are warranted for lack of a majority independent board. WITHHOLD votes for Dan Moore III are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Howard (Hoby) Hanna IV are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
Park-Ohio Holdings Corp.	05/17/2023	Management	2	Yes	Elect Director Howard W. Hanna, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Auletta and Dan Moore III are warranted for lack of a majority independent board. WITHHOLD votes for Dan Moore III are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Howard (Hoby) Hanna IV are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
Park-Ohio Holdings Corp.	05/17/2023	Management	3	Yes	Elect Director Dan T. Moore, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Auletta and Dan Moore III are warranted for lack of a majority independent board. WITHHOLD votes for Dan Moore III are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Howard (Hoby) Hanna IV are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences.
Park-Ohio Holdings Corp.	05/17/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Park-Ohio Holdings Corp.	05/17/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Park-Ohio Holdings Corp.	05/17/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the pay-for-performance misalignment is not mitigated at this time. While the CEO's pay significantly decreased during a period of poor company performance and the CEO's bonus is performance-based, ongoing concerns remain with the pay program. Equity awards are entirely time-vesting, the CEO's maximum bonus opportunity is excessive, and other NEO bonuses are largely discretionary.
Park-Ohio Holdings Corp.	05/17/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Parke Bancorp, Inc.	04/25/2023	Management	1	Yes	Elect Director Vito S. Pantilione	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vito Pantilione, Edward Infantolino, and Elizabeth Milavsky are warranted for lack of a majority independent board. WITHHOLD votes for Edward Infantolino are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Edward Infantolino for the apparent lack of racial/ethnic diversity on the board.
Parke Bancorp, Inc.	04/25/2023	Management	2	Yes	Elect Director Edward Infantolino	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vito Pantilione, Edward Infantolino, and Elizabeth Milavsky are warranted for lack of a majority independent board. WITHHOLD votes for Edward Infantolino are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Edward Infantolino for the apparent lack of racial/ethnic diversity on the board.
Parke Bancorp, Inc.	04/25/2023	Management	3	Yes	Elect Director Elizabeth A. Milavsky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Vito Pantilione, Edward Infantolino, and Elizabeth Milavsky are warranted for lack of a majority independent board. WITHHOLD votes for Edward Infantolino are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Nominating Committee member Edward Infantolino for the apparent lack of racial/ethnic diversity on the board.
Parke Bancorp, Inc.	04/25/2023	Management	4	Yes	Ratify S.R. Snodgrass, P.C as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Parke Bancorp, Inc.	04/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Parsons Corporation	04/18/2023	Management	1	Yes	Elect Director Letitia A. Long	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee member Letitia (Tish) Long are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Parsons Corporation	04/18/2023	Management	2	Yes	Elect Director Harry T. McMahon	For	For	For	For	WITHHOLD votes for governance committee member Letitia (Tish) Long are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Parsons Corporation	04/18/2023	Management	3	Yes	Elect Director Carey A. Smith	For	For	For	For	WITHHOLD votes for governance committee member Letitia (Tish) Long are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Parsons Corporation	04/18/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Parsons Corporation	04/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Pathward Financial, Inc.	02/28/2023	Management	1	Yes	Elect Director Douglas J. Hajek	For	For	For	For	A vote FOR all director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pathward Financial, Inc.	02/28/2023	Management	2	Yes	Elect Director Kendall E. Stork	For	For	For	For	A vote FOR all director nominees is warranted.
Pathward Financial, Inc.	02/28/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with some caution. Reported CEO pay includes two years of equity grants, given a transition in incentive award structure and, as a result, investors should expect CEO pay to normalize going forward. There is some concern regarding the use of annually set goals in the long-term incentive program. However, results are averaged at the end of three years. Additionally, annual incentives are predominantly based on pre-set objective goals with improved disclosure of individual performance factors for non-quantitative metrics, although enhanced disclosure would benefit shareholders.
Pathward Financial, Inc.	02/28/2023	Management	4	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Patterson-UTi Energy, Inc.	06/08/2023	Management	1	Yes	Elect Director Tiffany (TJ) Thom Cepak	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	2	Yes	Elect Director Michael W. Conlon	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	3	Yes	Elect Director William Andrew Hendricks, Jr.	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	4	Yes	Elect Director Curtis W. Huff	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	5	Yes	Elect Director Terry H. Hunt	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	6	Yes	Elect Director Cesar Jaime	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	7	Yes	Elect Director Janeen S. Judah	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	8	Yes	Elect Director Julie J. Robertson	For	For	For	For	WITHHOLD votes for Curtis Huff and Terry Hunt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Patterson-UTi Energy, Inc.	06/08/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Patterson-UTi Energy, Inc.	06/08/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Patterson-UTi Energy, Inc.	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Patterson-UTi Energy, Inc.	06/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PaySign, Inc.	05/05/2023	Management	1	Yes	Elect Director Mark R. Newcomer	For	For	For	For	WITHHOLD votes are warranted for Daniel (Dan) Henry for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Daniel (Dan) Henry and Bruce Mina due to an unmitigated pay-for-performance misalignment. Bonuses were discretionary and equity awards are entirely time-vesting. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/05/2023	Management	2	Yes	Elect Director Matthew Lanford	For	For	For	For	WITHHOLD votes are warranted for Daniel (Dan) Henry for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Daniel (Dan) Henry and Bruce Mina due to an unmitigated pay-for-performance misalignment. Bonuses were discretionary and equity awards are entirely time-vesting. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/05/2023	Management	3	Yes	Elect Director Joan M. Herman	For	For	For	For	WITHHOLD votes are warranted for Daniel (Dan) Henry for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Daniel (Dan) Henry and Bruce Mina due to an unmitigated pay-for-performance misalignment. Bonuses were discretionary and equity awards are entirely time-vesting. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/05/2023	Management	4	Yes	Elect Director Dan R. Henry	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Daniel (Dan) Henry for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Daniel (Dan) Henry and Bruce Mina due to an unmitigated pay-for-performance misalignment. Bonuses were discretionary and equity awards are entirely time-vesting. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/05/2023	Management	5	Yes	Elect Director Bruce Mina	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Daniel (Dan) Henry for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Daniel (Dan) Henry and Bruce Mina due to an unmitigated pay-for-performance misalignment. Bonuses were discretionary and equity awards are entirely time-vesting. A vote FOR the remaining director nominees is warranted.

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PaySign, Inc.	05/05/2023	Management	6	Yes	Elect Director Jeffrey B. Newman	For	For	For	For	WITHHOLD votes are warranted for Daniel (Dan) Henry for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Daniel (Dan) Henry and Bruce Mina due to an unmitigated pay-for-performance misalignment. Bonuses were discretionary and equity awards are entirely time-vesting. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/05/2023	Management	7	Yes	Elect Director Dennis Triplett	For	For	For	For	WITHHOLD votes are warranted for Daniel (Dan) Henry for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee members Daniel (Dan) Henry and Bruce Mina due to an unmitigated pay-for-performance misalignment. Bonuses were discretionary and equity awards are entirely time-vesting. A vote FOR the remaining director nominees is warranted.
PaySign, Inc.	05/05/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.98 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PaySign, Inc.	05/05/2023	Management	9	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PBF Energy Inc.	05/03/2023	Management	1	Yes	Elect Director Thomas J. Nimbley	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	2	Yes	Elect Director Spencer Abraham	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	3	Yes	Elect Director Wayne Budd	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	4	Yes	Elect Director Paul J. Donahue, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	5	Yes	Elect Director S. Eugene Edwards	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	6	Yes	Elect Director Georganne Hodges	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	7	Yes	Elect Director Kimberly S. Lubel	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	8	Yes	Elect Director George E. Ogden	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	9	Yes	Elect Director Damian W. Wilmot	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	10	Yes	Elect Director Lawrence Ziemba	For	For	For	For	A vote FOR the remaining director nominees is warranted.
PBF Energy Inc.	05/03/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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PBF Energy Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. Annual incentives were primarily determined by pre-set objective metrics and the disclosure around actual results improved compared to the previous year. While NEOs were granted discretionary bonuses for FY22, this concern is mitigated for the year in review as the portion of annual incentives tied to committee discretion was reduced from 20 percent to 2.5 percent. Regarding long-term incentives, a majority of awards are performance conditioned and measured over multi-year periods. Although TSR targets merely median performance, payouts are capped in the event absolute TSR is negative. However, continued monitoring is warranted as the CEO's base salary remains relatively high and his target long-term incentive was increased during FY22.
PC Connection, Inc.	05/17/2023	Management	1	Yes	Elect Director Patricia Gallup	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Patricia Gallup are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Barbara Duckett and Jack Ferguson are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/17/2023	Management	2	Yes	Elect Director David Beffa-Negrini	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Patricia Gallup are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Barbara Duckett and Jack Ferguson are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards. A vote FOR the remaining director nominees is warranted.

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PC Connection, Inc.	05/17/2023	Management	3	Yes	Elect Director Jay Bothwick	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Patricia Gallup are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Barbara Duckett and Jack Ferguson are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/17/2023	Management	4	Yes	Elect Director Barbara Duckett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Patricia Gallup are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Barbara Duckett and Jack Ferguson are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/17/2023	Management	5	Yes	Elect Director Jack Ferguson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Patricia Gallup are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Barbara Duckett and Jack Ferguson are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PC Connection, Inc.	05/17/2023	Management	6	Yes	Elect Director Gary Kinyon	For	For	For	For	WITHHOLD votes for non-independent nominees Patricia Gallup, David Beffa-Negrini and Barbara Duckett are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for David Beffa-Negrini and Barbara Duckett are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Patricia Gallup are further warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for Compensation Committee members Barbara Duckett and Jack Ferguson are warranted due to the company's problematic compensation practices, including the single-trigger equity vesting acceleration upon a change in control, the absence of risk-mitigating policies, and the lack of performance goals for long-term awards. A vote FOR the remaining director nominees is warranted.
PC Connection, Inc.	05/17/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PC Connection, Inc.	05/17/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PCB Bancorp	05/25/2023	Management	1	Yes	Elect Director Kijun Ahn	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	2	Yes	Elect Director Daniel Cho	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	3	Yes	Elect Director Haeyoung Cho	For	Withhold	Withhold	Withhold	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	4	Yes	Elect Director Janice Chung	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	5	Yes	Elect Director Sang Young Lee	For	For	Withhold	Withhold	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	6	Yes	Elect Director Hong Kyun 'Daniel' Park	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	7	Yes	Elect Director Don Rhee	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	8	Yes	Elect Director Henry Kim	For	For	For	For	WITHHOLD votes for Sang Young Lee and Haeyoung Cho are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PCB Bancorp	05/25/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PCB Bancorp	05/25/2023	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
PCTEL, Inc.	06/22/2023	Management	1	Yes	Elect Director Steven D. Levy	For	For	Withhold	Withhold	WITHHOLD votes for Steven Levy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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PCTEL, Inc.	06/22/2023	Management	2	Yes	Elect Director David A. Neumann	For	For	For	For	WITHHOLD votes for Steven Levy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCTEL, Inc.	06/22/2023	Management	3	Yes	Elect Director Anthony R. Rossabi	For	For	For	For	WITHHOLD votes for Steven Levy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PCTEL, Inc.	06/22/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PCTEL, Inc.	06/22/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PCTEL, Inc.	06/22/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PDC Energy, Inc.	05/24/2023	Management	1	Yes	Elect Director Barton R. Brookman	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	2	Yes	Elect Director Pamela R. Butcher	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	3	Yes	Elect Director Mark E. Ellis	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	4	Yes	Elect Director Paul J. Korus	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	5	Yes	Elect Director Lynn A. Peterson	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	6	Yes	Elect Director Carlos A. Sabater	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	7	Yes	Elect Director Diana L. Sands	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
PDC Energy, Inc.	05/24/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PDC Energy, Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PDF Solutions, Inc.	06/13/2023	Management	1	Yes	Elect Director Joseph R. Bronson	For	For	For	For	A vote FOR both director nominees is warranted.
PDF Solutions, Inc.	06/13/2023	Management	2	Yes	Elect Director Ye Jane Li	For	For	For	For	A vote FOR both director nominees is warranted.
PDF Solutions, Inc.	06/13/2023	Management	3	Yes	Ratify BPM LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
PDF Solutions, Inc.	06/13/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this item is warranted as no significant concerns have been identified at this time.
PDF Solutions, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PDF Solutions, Inc.	06/13/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Peabody Energy Corporation	05/04/2023	Management	1	Yes	Elect Director Bob Malone	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	2	Yes	Elect Director Samantha B. Algaze	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	3	Yes	Elect Director Andrea E. Bertone	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	4	Yes	Elect Director William H. Champion	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	5	Yes	Elect Director Nicholas J. Chirekos	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	6	Yes	Elect Director Stephen E. Gorman	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	7	Yes	Elect Director James C. Grech	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	8	Yes	Elect Director Joe W. Laymon	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	9	Yes	Elect Director David J. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Peabody Energy Corporation	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided tax gross-ups for relocation costs and expatriate assignments for the CEO and president of US operations.
Peabody Energy Corporation	05/04/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	1	Yes	Elect Director Carmen M. Bowser	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Peapack-Gladstone Financial Corporation	05/02/2023	Management	2	Yes	Elect Director Susan A. Cole	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	3	Yes	Elect Director Anthony J. Consi, II	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	4	Yes	Elect Director Richard Daingerfield	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	5	Yes	Elect Director Edward A. Gramigna, Jr.	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	6	Yes	Elect Director Peter D. Horst	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	7	Yes	Elect Director Steven A. Kass	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	8	Yes	Elect Director Douglas L. Kennedy	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	9	Yes	Elect Director F. Duffield Meyercord	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	10	Yes	Elect Director Patrick J. Mullen	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	11	Yes	Elect Director Philip W. Smith, III	For	For	Withhold	Withhold	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	12	Yes	Elect Director Tony Spinelli	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	13	Yes	Elect Director Beth Welsh	For	For	For	For	WITHHOLD votes for F. Duffield Meyercord, Anthony Consi II and Philip Smith III are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Peapack-Gladstone Financial Corporation	05/02/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Peapack-Gladstone Financial Corporation	05/02/2023	Management	17	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pediatrix Medical Group, Inc.	05/11/2023	Management	1	Yes	Elect Director Laura A. Linynsky	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	2	Yes	Elect Director Thomas A. McEachin	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	3	Yes	Elect Director Mark S. Ordan	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	4	Yes	Elect Director Michael A. Rucker	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	5	Yes	Elect Director Guy P. Sansone	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	6	Yes	Elect Director John M. Starcher, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	7	Yes	Elect Director James D. Swift	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	8	Yes	Elect Director Shirley A. Weis	For	For	For	For	A vote FOR all director nominees is warranted.
Pediatrix Medical Group, Inc.	05/11/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pediatrix Medical Group, Inc.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The board has demonstrated sufficient responsiveness to shareholder concerns contributing to low support for the 2022 say-on-pay proposal and implemented positive changes to the pay program to address their feedback. In addition, pay-for-performance concerns are mitigated. Annual incentives were primarily based on objective measures, and the company improved its disclosure on the achievements related to non-financial metrics, in response to shareholder feedback. Half of the equity awards were performance conditioned and were forfeited upon failure to achieve the 2022 performance goal. Additionally, in response to shareholder feedback, the committee introduced a multi-year performance period for the performance equity awards granted in 2023.
Pediatrix Medical Group, Inc.	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Penns Woods Bancorp, Inc.	05/16/2023	Management	1	Yes	Elect Director Richard A. Grafmyre	For	For	For	For	WITHHOLD votes for D. Michael Hawbaker are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Compensation Committee members D. Michael Hawbaker and Robert Miller are warranted for a problematic pay practice. The company repurchased and settled in cash certain underwater options held by employees including NEOs without prior shareholder approval. A vote FOR the remaining director nominees is warranted.
Penns Woods Bancorp, Inc.	05/16/2023	Management	2	Yes	Elect Director D. Michael Hawbaker	For	Withhold	Withhold	Withhold	WITHHOLD votes for D. Michael Hawbaker are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Compensation Committee members D. Michael Hawbaker and Robert Miller are warranted for a problematic pay practice. The company repurchased and settled in cash certain underwater options held by employees including NEOs without prior shareholder approval. A vote FOR the remaining director nominees is warranted.
Penns Woods Bancorp, Inc.	05/16/2023	Management	3	Yes	Elect Director Robert Q. Miller	For	Withhold	Withhold	Withhold	WITHHOLD votes for D. Michael Hawbaker are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Compensation Committee members D. Michael Hawbaker and Robert Miller are warranted for a problematic pay practice. The company repurchased and settled in cash certain underwater options held by employees including NEOs without prior shareholder approval. A vote FOR the remaining director nominees is warranted.

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Penns Woods Bancorp, Inc.	05/16/2023	Management	4	Yes	Elect Director John G. Nackley	For	For	For	For	WITHHOLD votes for D. Michael Hawbaker are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Compensation Committee members D. Michael Hawbaker and Robert Miller are warranted for a problematic pay practice. The company repurchased and settled in cash certain underwater options held by employees including NEOs without prior shareholder approval. A vote FOR the remaining director nominees is warranted.
Penns Woods Bancorp, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's base salary remains excessive, and the equity awards lack objective performance criteria. Finally, certain underwater options held by NEOs were repurchased and settled in cash, which constitutes a problematic pay practice.
Penns Woods Bancorp, Inc.	05/16/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Penns Woods Bancorp, Inc.	05/16/2023	Management	7	Yes	Ratify S.R. Snodgrass, P.C as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PennyMac Financial Services, Inc.	06/13/2023	Management	1	Yes	Elect Director David A. Spector	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	2	Yes	Elect Director James K. Hunt	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	3	Yes	Elect Director Jonathon S. Jacobson	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	4	Yes	Elect Director Doug Jones	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	5	Yes	Elect Director Patrick Kinsella	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	6	Yes	Elect Director Anne D. McCallion	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	7	Yes	Elect Director Joseph Mazzella	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	8	Yes	Elect Director Farhad Nanji	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	9	Yes	Elect Director Jeffrey A. Perlowitz	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	10	Yes	Elect Director Lisa M. Shalett	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	11	Yes	Elect Director Theodore W. Tozer	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	12	Yes	Elect Director Emily Youssef	For	For	For	For	A vote FOR the director nominees is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PennyMac Financial Services, Inc.	06/13/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The STI is predominantly based on a quantified, pre-set metric and half of LTI awards are based on clearly-disclosed, multi-year goals. However, the financial STI metric target was set below the prior year's results without a corresponding pay reduction and disclosure regarding the individual strategic component is severely limited. These STI concerns are heightened given large STI opportunities and what appears to be a maximum payout under the strategic component. Accordingly, the quantitative pay-for-performance misalignment is not mitigated. Additionally, an NEO received material severance payments and benefits in connection with a separation that is not clearly disclosed as involuntary, which is considered problematic. In light of the unmitigated pay-for-performance misalignment and problematic severance payments and benefits, a vote AGAINST this proposal is warranted.
PennyMac Financial Services, Inc.	06/13/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Penske Automotive Group, Inc.	05/11/2023	Management	1	Yes	Elect Director John Barr	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	2	Yes	Elect Director Lisa Davis	For	For	For	For	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	3	Yes	Elect Director Wolfgang Durheimer	For	For	For	For	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	4	Yes	Elect Director Michael Eisenson	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Penske Automotive Group, Inc.	05/11/2023	Management	5	Yes	Elect Director Robert Kurnick, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	6	Yes	Elect Director Kimberly McWaters	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	7	Yes	Elect Director Kota Odagiri	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	8	Yes	Elect Director Greg Penske	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Penske Automotive Group, Inc.	05/11/2023	Management	9	Yes	Elect Director Roger Penske	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	10	Yes	Elect Director Sandra Pierce	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	11	Yes	Elect Director Greg Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	12	Yes	Elect Director Ronald Steinhart	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Penske Automotive Group, Inc.	05/11/2023	Management	13	Yes	Elect Director H. Brian Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	14	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Furthermore, the company is controlled and the board which will decide on the company's response to any shareholder litigation has a poor track record on corporate governance.
Penske Automotive Group, Inc.	05/11/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penske Automotive Group, Inc.	05/11/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Penske Automotive Group, Inc.	05/11/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Peoples Bancorp Inc.	02/23/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The market reaction to the announced transaction was negative and PEBO shares have since underperformed peers. Nevertheless, the valuation of the transaction does not appear to be unreasonable, and PEBO expects to achieve EPS accretion in both 2023 and 2024. Furthermore, the strategic rationale appears logical, and the combined company is expected to benefit from cost savings and other synergies (estimated at 4.5 percent of transaction equity value, as of announcement). In light of these factors, a vote FOR this transaction is warranted.
Peoples Bancorp Inc.	02/23/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the transaction merits shareholder support.
Peoples Bancorp Inc.	04/27/2023	Management	1	Yes	Elect Director Tara M. Abraham	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	2	Yes	Elect Director S. Craig Beam	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	3	Yes	Elect Director David F. Dierker	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	4	Yes	Elect Director James S. Huggins	For	For	Withhold	Withhold	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	5	Yes	Elect Director Brooke W. James	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Peoples Bancorp Inc.	04/27/2023	Management	6	Yes	Elect Director Susan D. Rector	For	For	Withhold	Withhold	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	7	Yes	Elect Director Kevin R. Reeves	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	8	Yes	Elect Director Carol A. Schneeberger	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	9	Yes	Elect Director Frances A. Skinner	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	10	Yes	Elect Director Dwight E. Smith	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	11	Yes	Elect Director Charles W. Sulerzyski	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	12	Yes	Elect Director Michael N. Vittorio	For	For	For	For	WITHHOLD votes for Susan Rector and James (Jim) Huggins are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Bancorp Inc.	04/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Peoples Bancorp Inc.	04/27/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.16 percent is acceptable.
Peoples Bancorp Inc.	04/27/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	1	Yes	Elect Director James S. Abernethy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.

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Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	2	Yes	Elect Director Robert C. Abernethy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.
Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	3	Yes	Elect Director Kimberly Boyd-Leaks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.

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Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	4	Yes	Elect Director Douglas S. Howard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.
Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	5	Yes	Elect Director John W. Lineberger, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.

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Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	6	Yes	Elect Director Gary E. Matthews	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.
Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	7	Yes	Elect Director Billy L. Price, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.

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Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	8	Yes	Elect Director Larry E. Robinson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.
Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	9	Yes	Elect Director William Gregory Terry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.

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Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	10	Yes	Elect Director Dan Ray Timmerman, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.
Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	11	Yes	Elect Director Benjamin I. Zachary	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Abernethy, James Abernethy, Kimberly (Kim) Boyd-Leaks, Douglas Howard, John Lineberger Jr., Gary Matthews, Billy Price Jr., Larry Robinson, William (Greg) Terry, Dan Timmerman Sr., and Benjamin Zachary are warranted for lack of a majority independent board. WITHHOLD votes for Robert Abernethy, James Abernethy, Douglas Howard, Billy Price Jr., William (Greg) Terry, Dan Timmerman Sr. and Benjamin Zachary are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Robert Abernethy, James Abernethy, Douglas Howard, William (Greg) Terry, and Dan Timmerman Sr. are warranted in the absence of a say-on-pay proposal, given that the company's change in control arrangements with certain executives contain excise tax gross-up provisions and excessive severance payout basis. Additionally, the company has not adopted risk-mitigating measures such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and the company does not disclose any pre-set metrics and goals for the bonus and equity awards of certain NEOs.
Peoples Bancorp of North Carolina, Inc.	05/04/2023	Management	12	Yes	Ratify Elliott Davis, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Peoples Financial Services Corp.	05/13/2023	Management	1	Yes	Elect Director Sandra L. Bodnyk	For	For	For	For	Votes AGAINST non-independent nominee Ronald Kukuchka are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Financial Services Corp.	05/13/2023	Management	2	Yes	Elect Director Ronald G. Kukuchka	For	For	Against	Against	Votes AGAINST non-independent nominee Ronald Kukuchka are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Peoples Financial Services Corp.	05/13/2023	Management	3	Yes	Elect Director Elisa Zuniga Ramirez	For	For	For	For	Votes AGAINST non-independent nominee Ronald Kukuchka are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Peoples Financial Services Corp.	05/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Peoples Financial Services Corp.	05/13/2023	Management	5	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Peoples Financial Services Corp.	05/13/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Perdoceo Education Corporation	05/25/2023	Management	1	Yes	Elect Director Dennis H. Chookaszian	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	2	Yes	Elect Director Kenda B. Gonzales	For	For	For	For	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	3	Yes	Elect Director Patrick W. Gross	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	4	Yes	Elect Director William D. Hansen	For	For	For	For	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	5	Yes	Elect Director Andrew H. Hurst	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	6	Yes	Elect Director Gregory L. Jackson	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Perdoceo Education Corporation	05/25/2023	Management	7	Yes	Elect Director Todd S. Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	8	Yes	Elect Director Leslie T. Thornton	For	For	Against	Against	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	9	Yes	Elect Director Alan D. Wheat	For	For	For	For	Votes AGAINST non-independent nominees Todd Nelson, Andrew Hurst, Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are warranted for lack of a majority independent board. Votes AGAINST Dennis Chookaszian, Patrick (Pat) Gross, Gregory Jackson, and Leslie Thornton are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perdoceo Education Corporation	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Perdoceo Education Corporation	05/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Perdoceo Education Corporation	05/25/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perdoceo Education Corporation	05/25/2023	Management	13	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Perficient, Inc.	06/07/2023	Management	1	Yes	Elect Director Romil Bahl	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	06/07/2023	Management	2	Yes	Elect Director Jeffrey S. Davis	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	06/07/2023	Management	3	Yes	Elect Director Ralph C. Derrickson	For	For	Against	Against	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	06/07/2023	Management	4	Yes	Elect Director Jill A. Jones	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	06/07/2023	Management	5	Yes	Elect Director David S. Lundeen	For	For	Against	Against	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	06/07/2023	Management	6	Yes	Elect Director Brian L. Matthews	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	06/07/2023	Management	7	Yes	Elect Director Nancy C. Pechloff	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Perficient, Inc.	06/07/2023	Management	8	Yes	Elect Director Gary M. Wimberly	For	For	For	For	Votes AGAINST David Lundeen and Ralph Derrickson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Perficient, Inc.	06/07/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Perficient, Inc.	06/07/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company provided sizable miscellaneous perquisite to the CEO; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company uses above-median benchmarking for named executives' total pay; and * Equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions.
Perficient, Inc.	06/07/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Perficient, Inc.	06/07/2023	Management	12	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Perficient, Inc.	06/07/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Performant Financial Corporation	06/13/2023	Management	1	Yes	Elect Director William D. Hansen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Bill) Hansen are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Eric Yanagi is warranted.
Performant Financial Corporation	06/13/2023	Management	2	Yes	Elect Director Eric Yanagi	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Hansen are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Eric Yanagi is warranted.
Performant Financial Corporation	06/13/2023	Management	3	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Performant Financial Corporation	06/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	1	Yes	Elect Director Cynthia A. Boiter	For	For	For	For	A vote FOR all director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	2	Yes	Elect Director David B. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	3	Yes	Elect Director David J. Mansfield	For	For	For	For	A vote FOR all director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	4	Yes	Elect Director Robert J. McNally	For	For	For	For	A vote FOR all director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	5	Yes	Elect Director Jerome T. Walker	For	For	For	For	A vote FOR all director nominees is warranted.
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Permian Resources Corp.	05/23/2023	Management	1	Yes	Elect Director Maire A. Baldwin	For	For	For	For	A vote FOR the director nominees is warranted.
Permian Resources Corp.	05/23/2023	Management	2	Yes	Elect Director Aron Marquez	For	For	For	For	A vote FOR the director nominees is warranted.
Permian Resources Corp.	05/23/2023	Management	3	Yes	Elect Director Robert M. Tichio	For	For	For	For	A vote FOR the director nominees is warranted.
Permian Resources Corp.	05/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Although pay is elevated for the year in review, the grant to the co-CEOs is entirely in performance-conditioned equity and intended to cover three years of equity. Concerns regarding target setting warrant continued monitoring, though the strong performance-based nature of the program mitigates concerns for the year in review.
Permian Resources Corp.	05/23/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Permian Resources Corp.	05/23/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/04/2023	Management	1	Yes	Elect Director Bradley A. Alford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	2	Yes	Elect Director Orlando D. Ashford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	3	Yes	Elect Director Katherine C. Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	4	Yes	Elect Director Adriana Karaboutis	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	5	Yes	Elect Director Murray S. Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	6	Yes	Elect Director Jeffrey B. Kindler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	7	Yes	Elect Director Erica L. Mann	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	8	Yes	Elect Director Albert A. Manzone	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	9	Yes	Elect Director Donal O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	10	Yes	Elect Director Geoffrey M. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	11	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of the regular-cycle equity awards were performance-conditioned, and annual incentives were based primarily on objective financial metrics with target goals that appear to be rigorous. In addition, the CEO's realizable pay shows directional alignment with the company's long-term stock price performance, and the company improved disclosure of performance targets and results under the long-term incentive program. While some concerns are raised surround the use of an overlapping metric, which is measured over a one-year performance period, earned PSUs are based on the average of the vesting for each year in the three-year performance period, mitigating some of the concerns surrounding this structure.
Perrigo Company plc	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Perrigo Company plc	05/04/2023	Management	14	Yes	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Perrigo Company plc	05/04/2023	Management	15	Yes	Authorize Issuance of Equity without Preemptive Rights	For	For	For	For	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Perrigo Company plc	05/04/2023	Management	16	Yes	Approve Creation of Distributable Reserves	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.
PetIQ, Inc.	06/21/2023	Management	1	Yes	Elect Director McCord Christensen	For	For	For	For	A vote FOR the director nominees is warranted
PetIQ, Inc.	06/21/2023	Management	2	Yes	Elect Director Kimberly Lefko	For	For	For	For	A vote FOR the director nominees is warranted
PetIQ, Inc.	06/21/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PetIQ, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PGT Innovations, Inc.	06/20/2023	Management	1	Yes	Elect Director Richard D. Feintuch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey Jackson, Richard Feintuch and Brett Milgrim are warranted for lack of a majority independent board. WITHHOLD votes for Richard Feintuch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Richard Feintuch for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR Frances Powell Hawes is warranted.

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PGT Innovations, Inc.	06/20/2023	Management	2	Yes	Elect Director Jeffrey T. Jackson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey Jackson, Richard Feintuch and Brett Milgrim are warranted for lack of a majority independent board. WITHHOLD votes for Richard Feintuch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Richard Feintuch for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR Frances Powell Hawes is warranted.
PGT Innovations, Inc.	06/20/2023	Management	3	Yes	Elect Director Brett N. Milgrim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jeffrey Jackson, Richard Feintuch and Brett Milgrim are warranted for lack of a majority independent board. WITHHOLD votes for Richard Feintuch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Richard Feintuch for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR Frances Powell Hawes is warranted.
PGT Innovations, Inc.	06/20/2023	Management	4	Yes	Elect Director Frances Powell Hawes	For	For	For	For	WITHHOLD votes for non-independent nominees Jeffrey Jackson, Richard Feintuch and Brett Milgrim are warranted for lack of a majority independent board. WITHHOLD votes for Richard Feintuch are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for governance committee chair Richard Feintuch for adopting a short-term poison pill with a relatively low 10 percent trigger. A vote FOR Frances Powell Hawes is warranted.
PGT Innovations, Inc.	06/20/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
PGT Innovations, Inc.	06/20/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Photronics, Inc.	03/16/2023	Management	1	Yes	Elect Director Walter M. Fiederowicz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/16/2023	Management	2	Yes	Elect Director Frank Lee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/16/2023	Management	3	Yes	Elect Director Adam Lewis	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Photronics, Inc.	03/16/2023	Management	4	Yes	Elect Director Daniel Liao	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/16/2023	Management	5	Yes	Elect Director Constantine S. Macricostas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/16/2023	Management	6	Yes	Elect Director George Macricostas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/16/2023	Management	7	Yes	Elect Director Mary Paladino	For	For	For	For	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/16/2023	Management	8	Yes	Elect Director Mitchell G. Tyson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Constantine (Deno) Macricostas, Frank Lee, Walter Fiederowicz, George Macricostas and Mitchell Tyson are warranted for lack of a majority independent board. WITHHOLD votes for Walter Fiederowicz and Mitchell Tyson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Photronics, Inc.	03/16/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Photronics, Inc.	03/16/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Photronics, Inc.	03/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Photronics, Inc.	03/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Phreesia, Inc.	06/28/2023	Management	1	Yes	Elect Director Chaim Indig	For	For	For	For	WITHHOLD votes for Michael Weintraub and Edward (Ed) Cahill are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward (Ed) Cahill are warranted due to insufficient attendance disclosure and potentially poor attendance. WITHHOLD votes for governance committee member Michael Weintraub are warranted for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Chaim Indig are warranted.
Phreesia, Inc.	06/28/2023	Management	2	Yes	Elect Director Michael Weintraub	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Weintraub and Edward (Ed) Cahill are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward (Ed) Cahill are warranted due to insufficient attendance disclosure and potentially poor attendance. WITHHOLD votes for governance committee member Michael Weintraub are warranted for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Chaim Indig are warranted.
Phreesia, Inc.	06/28/2023	Management	3	Yes	Elect Director Edward Cahill	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Weintraub and Edward (Ed) Cahill are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Edward (Ed) Cahill are warranted due to insufficient attendance disclosure and potentially poor attendance. WITHHOLD votes for governance committee member Michael Weintraub are warranted for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Chaim Indig are warranted.
Phreesia, Inc.	06/28/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Phreesia, Inc.	06/28/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Phreesia, Inc.	06/28/2023	Management	6	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PHX Minerals Inc.	03/06/2023	Management	1	Yes	Elect Director Steven L. Packebush	For	For	For	For	A vote FOR all director nominees is warranted.
PHX Minerals Inc.	03/06/2023	Management	2	Yes	Elect Director Chad L. Stephens	For	For	For	For	A vote FOR all director nominees is warranted.
PHX Minerals Inc.	03/06/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns are raised given that performance shares may vest at target for only median performance, the pay-for-performance misalignment is mitigated at this time given that cash incentives and equity awards were primarily performance-based.
PHX Minerals Inc.	03/06/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PHX Minerals Inc.	03/06/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.

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Pilgrim's Pride Corporation	04/26/2023	Management	1	Yes	Elect Director Gilberto Tomazoni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	2	Yes	Elect Director Wesley Mendonca Batista Filho	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	3	Yes	Elect Director Andre Nogueira de Souza	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	4	Yes	Elect Director Farha Aslam	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	5	Yes	Elect Director Joanita Karoleski	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	6	Yes	Elect Director Raul Padilla	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pilgrim's Pride Corporation	04/26/2023	Management	7	Yes	Elect Director Wallim Cruz de Vasconcellos Junior	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	8	Yes	Elect Director Arquimedes A. Celis	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	9	Yes	Elect Director Ajay Menon	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pilgrim's Pride Corporation	04/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pilgrim's Pride Corporation	04/26/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pilgrim's Pride Corporation	04/26/2023	Management	13	Yes	Amend Certificate of Incorporation Re: Composition of the Board of Directors	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Even though the amendment will not have any immediate effect on the structure of the board, it will potentially diminish the representation of unaffiliated shareholders on the board in the future.
Pilgrim's Pride Corporation	04/26/2023	Shareholder	14	Yes	Report on Efforts to Eliminate Deforestation in Supply Chain	Against	For	For	For	A vote FOR is warranted, as shareholders would benefit from additional information on the company's strategy to manage its supply chain's impact on deforestation.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	1	Yes	Elect Director Abney S. Boxley, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	2	Yes	Elect Director Charles E. Brock	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	3	Yes	Elect Director Renda J. Burkhart	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	4	Yes	Elect Director Gregory L. Burns	For	For	Against	Against	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	5	Yes	Elect Director Richard D. Callicutt, II	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Pinnacle Financial Partners, Inc.	04/18/2023	Management	6	Yes	Elect Director Thomas C. Farnsworth, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	7	Yes	Elect Director Joseph C. Galante	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	8	Yes	Elect Director Glenda Baskin Glover	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	9	Yes	Elect Director David B. Ingram	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	10	Yes	Elect Director Decosta E. Jenkins	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	11	Yes	Elect Director Robert A. McCabe, Jr.	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	12	Yes	Elect Director G. Kennedy Thompson	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	13	Yes	Elect Director M. Terry Turner	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provision. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Piper Sandler Companies	05/17/2023	Management	1	Yes	Elect Director Chad R. Abraham	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	2	Yes	Elect Director Jonathan J. Doyle	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	3	Yes	Elect Director William R. Fitzgerald	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	4	Yes	Elect Director Victoria M. Holt	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	5	Yes	Elect Director Robbin Mitchell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	6	Yes	Elect Director Thomas S. Schreier	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	7	Yes	Elect Director Sherry M. Smith	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	8	Yes	Elect Director Philip E. Soran	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	9	Yes	Elect Director Brian R. Sterling	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	10	Yes	Elect Director Scott C. Taylor	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Piper Sandler Companies	05/17/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Piper Sandler Companies	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Piper Sandler Companies	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Piper Sandler Companies	05/17/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 22.16 percent is excessive. * The company's three-year average burn rate is excessive.
Piper Sandler Companies	05/17/2023	Management	15	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Pitney Bowes Inc.	05/09/2023	Management	3	Yes	Elect Management Nominee Director Steven D. Brill	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	4	Yes	Elect Management Nominee Director Anne M. Busquet	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	5	Yes	Elect Management Nominee Director Robert M. ("Bob") Dutkowsky	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	6	Yes	Elect Management Nominee Director Mary J. Steele Guilfoile	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	7	Yes	Elect Management Nominee Director Marc B. Lautenbach	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	8	Yes	Elect Management Nominee Director Linda S. Sanford	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	9	Yes	Elect Management Nominee Director Sheila A. Stamps	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	10	Yes	Elect Management Nominee Director Darrell Thomas	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Shareholder	11	Yes	Elect Dissident Nominee Director Katie A. May	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Shareholder	12	Yes	Elect Dissident Nominee Director Milena Alberti-Perez	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Shareholder	13	Yes	Elect Dissident Nominee Director Todd A. Everett	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Shareholder	14	Yes	Elect Dissident Nominee Director Lance E. Rosenzweig	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Shareholder	15	Yes	Elect Dissident Nominee Director Kurtis J. Wolf	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Pitney Bowes Inc.	05/09/2023	Shareholder	21	Yes	Elect Dissident Nominee Director Milena Alberti-Perez	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Shareholder	22	Yes	Elect Dissident Nominee Director Todd A. Everett	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Shareholder	23	Yes	Elect Dissident Nominee Director Katie A. May	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.

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Pitney Bowes Inc.	05/09/2023	Shareholder	24	Yes	Elect Dissident Nominee Director Lance E. Rosenzweig	For	Withhold	Withhold	Withhold	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Shareholder	25	Yes	Elect Dissident Nominee Director Kurtis J. Wolf	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	26	Yes	Elect Management Nominee Director Steven D. Brill	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	27	Yes	Elect Management Nominee Director Mary J. Steele Guilfoile	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	28	Yes	Elect Management Nominee Director Sheila A. Stamps	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	29	Yes	Elect Management Nominee Director Darrell Thomas	For	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	30	Yes	Elect Management Nominee Director Anne M. Busquet	Against	Withhold	Withhold	Withhold	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	31	Yes	Elect Management Nominee Director Robert M. ("Bob") Dutkowsky	Against	Withhold	Withhold	Withhold	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	32	Yes	Elect Management Nominee Director Marc B. Lautenbach	Against	For	For	For	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	33	Yes	Elect Management Nominee Director Nominee Linda S. Sanford	Against	Withhold	Withhold	Withhold	The dissident has made a case for a minority position on the board. Votes FOR dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted.
Pitney Bowes Inc.	05/09/2023	Management	34	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pitney Bowes Inc.	05/09/2023	Management	35	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	A vote FOR this proposal is warranted, as pay and performance were reasonably aligned for the year in review. Annual and long-term incentives were predominantly performance-based, and below-target payouts were aligned with performance.

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Pitney Bowes Inc.	05/09/2023	Management	36	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PJT Partners Inc.	05/24/2023	Management	1	Yes	Elect Director Thomas M. Ryan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Thomas Ryan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR K. Don Cornwell is warranted.
PJT Partners Inc.	05/24/2023	Management	2	Yes	Elect Director K. Don Cornwell	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Thomas Ryan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR K. Don Cornwell is warranted.
PJT Partners Inc.	05/24/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	* A pay-for-performance misalignment is underscored by the CEO's sizable front-loaded equity grant. Additionally, the NEOs' annual incentives were entirely discretionary. * The company's potential voting power dilution for all incentive plans, three-year average equity burn rate, and grant rate to the named executives during the last fiscal year are excessive. * Support for charter amendment to permit the exculpation of officers (Item 4) is not considered warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. * The company has retained the same audit firm in excess of seven years and the firm's non-audit fees exceed 25 percent of total fees.
PJT Partners Inc.	05/24/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 38.48 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
PJT Partners Inc.	05/24/2023	Management	5	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PJT Partners Inc.	05/24/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The auditor's tenure at the company exceeds seven years; and * The non-auditing consulting fees represent more than 25 percent of total fees paid.
Planet Fitness, Inc.	05/01/2023	Management	1	Yes	Elect Director Enshalla Anderson	For	For	For	For	WITHHOLD votes for Stephen Spinelli Jr. are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Stephen Spinelli Jr. are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Enshalla Anderson is warranted.

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Planet Fitness, Inc.	05/01/2023	Management	2	Yes	Elect Director Stephen Spinelli, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen Spinelli Jr. are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Stephen Spinelli Jr. are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Enshalla Anderson is warranted.
Planet Fitness, Inc.	05/01/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Planet Fitness, Inc.	05/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.
Playa Hotels & Resorts N.V.	05/11/2023	Management	1	Yes	Elect Director Bruce D. Wardinski	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	2	Yes	Elect Director Jeanmarie Cooney	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	3	Yes	Elect Director Hal Stanley Jones	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	4	Yes	Elect Director Mahmood Khimji	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	5	Yes	Elect Director Elizabeth Lieberman	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	6	Yes	Elect Director Maria Miller	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	7	Yes	Elect Director Leticia Navarro	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	8	Yes	Elect Director Karl Peterson	For	For	For	For	Votes FOR all the director nominees are warranted.
Playa Hotels & Resorts N.V.	05/11/2023	Management	9	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the approval of the financial statements is warranted due to a lack of concerns regarding the accounts presented.
Playa Hotels & Resorts N.V.	05/11/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Playa Hotels & Resorts N.V.	05/11/2023	Management	11	Yes	Ratify Deloitte Accountants B.V. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Playa Hotels & Resorts N.V.	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.
Playa Hotels & Resorts N.V.	05/11/2023	Management	13	Yes	Approve Discharge of Directors	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies suggesting that the management board and/or supervisory board are not fulfilling their fiduciary duties.
Playa Hotels & Resorts N.V.	05/11/2023	Management	14	Yes	Authorization of the Board to Acquire Shares and Depositary Receipts for Shares in the Capital of the Company	For	For	For	For	A vote FOR this proposal is warranted, as the repurchase authorization is aligned with Public Fund Advisory Services U.S. Benchmark policy.
Playa Hotels & Resorts N.V.	05/11/2023	Management	15	Yes	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital and Exclude Pre-emptive Rights	For	For	For	For	A vote FOR this proposal is warranted, as the share issuance mandate is aligned with Public Fund Advisory Services policy.
Playa Hotels & Resorts N.V.	05/11/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards
Playtika Holding Corp.	06/08/2023	Management	1	Yes	Elect Director Robert Antokol	For	For	For	For	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Playtika Holding Corp.	06/08/2023	Management	2	Yes	Elect Director Marc Beilinson	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	3	Yes	Elect Director Hong Du	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	4	Yes	Elect Director Dana Gross	For	For	For	For	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	5	Yes	Elect Director Tian Lin	For	For	For	For	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	6	Yes	Elect Director Bing Yuan	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	7	Yes	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Playtika Holding Corp.	06/08/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO total pay remains outsized compared to peers and is not substantiated by superior performance. Although the annual incentive program is based on a pre-set financial metric, the CEO's annual target cash opportunity is relatively high, and the NEOs continued to receive significant payouts under the retention bonus plan, a portion of which appears guaranteed. Additionally, while the long-term incentives were entirely based on performance, the PSUs utilize annual performance periods and goals for all four performance periods were lowered, with no compelling rationale provided. Additionally, the decision to offer a non-shareholder approved exchange program that allows NEOs to exchange underwater stock options for RSUs is considered problematic. Lastly, concerns are also raised with respect to the excise tax gross-up payment and single-trigger equity vesting acceleration in the event of a change in control, the excessive security-related perquisite provided to the CEO, and the tax gross-ups on certain executives' perquisites.
Plexus Corp.	02/15/2023	Management	1	Yes	Elect Director Joann M. Eisenhart	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	2	Yes	Elect Director Dean A. Foate	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	3	Yes	Elect Director Rainer Jueckstock	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	4	Yes	Elect Director Peter Kelly	For	For	Withhold	Withhold	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	5	Yes	Elect Director Todd P. Kelsey	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	6	Yes	Elect Director Randy J. Martinez	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	7	Yes	Elect Director Joel Quadracci	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	8	Yes	Elect Director Karen M. Rapp	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	9	Yes	Elect Director Paul A. Rooke	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Plexus Corp.	02/15/2023	Management	10	Yes	Elect Director Michael V. Schrock	For	For	Withhold	Withhold	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	11	Yes	Elect Director Jennifer Wuamett	For	For	For	For	WITHHOLD votes for Michael Schrock and Peter Kelly are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plexus Corp.	02/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Plexus Corp.	02/15/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Plexus Corp.	02/15/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Plumas Bancorp	05/17/2023	Management	1	Yes	Elect Director Michonne R. Ascuaga	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	2	Yes	Elect Director Steven M. Coldani	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	3	Yes	Elect Director Heidi S. Gansert	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	4	Yes	Elect Director Richard F. Kenny	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	5	Yes	Elect Director Robert J. McClintock	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Plumas Bancorp	05/17/2023	Management	6	Yes	Elect Director Julie A. Morehead	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	7	Yes	Elect Director Terrance J. Reeson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	8	Yes	Elect Director Andrew J. Ryback	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	9	Yes	Elect Director Daniel E. West	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel West, Andrew Ryback, Robert (Bob) McClintock, Julie Morehead and Terrance Reeson are warranted for lack of a majority independent board. WITHHOLD votes for Daniel West, Robert (Bob) McClintock and Terrance Reeson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Plumas Bancorp	05/17/2023	Management	10	Yes	Eliminate Cumulative Voting	For	Against	Against	Against	As the company has not provided a strong rationale for this change, and lacks certain governance features that would promote director accountability to shareholders, a vote AGAINST this proposal is warranted.
Plumas Bancorp	05/17/2023	Management	11	Yes	Ratify Eide Bailly, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PNM Resources, Inc.	05/09/2023	Management	1	Yes	Elect Director Vicky A. Bailey	For	For	For	For	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	2	Yes	Elect Director Norman P. Becker	For	For	For	For	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	3	Yes	Elect Director Patricia K. Collawn	For	For	For	For	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	4	Yes	Elect Director E. Renae Conley	For	For	For	For	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	5	Yes	Elect Director Alan J. Fohrer	For	For	Against	Against	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	6	Yes	Elect Director Sidney M. Gutierrez	For	For	For	For	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PNM Resources, Inc.	05/09/2023	Management	7	Yes	Elect Director James A. Hughes	For	For	For	For	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	8	Yes	Elect Director Maureen T. Mullarkey	For	For	For	For	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	9	Yes	Elect Director Donald K. Schwanz	For	For	Against	Against	Votes AGAINST Alan Fohrer and Donald Schwanz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PNM Resources, Inc.	05/09/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PNM Resources, Inc.	05/09/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PNM Resources, Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of financial planning and life insurance perquisites to the CEO. In addition, there exists excessive differentials between CEO pay and the pay of other named executive officers at the firm.
PNM Resources, Inc.	05/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Polaris Inc.	04/27/2023	Management	1	Yes	Elect Director George W. Bilicic	For	For	For	For	Votes AGAINST Gary Hendrickson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Polaris Inc.	04/27/2023	Management	2	Yes	Elect Director Gary E. Hendrickson	For	For	Against	Against	Votes AGAINST Gary Hendrickson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Polaris Inc.	04/27/2023	Management	3	Yes	Elect Director Gwenne A. Henricks	For	For	For	For	Votes AGAINST Gary Hendrickson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Polaris Inc.	04/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Polaris Inc.	04/27/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Polaris Inc.	04/27/2023	Management	6	Yes	Change State of Incorporation from Minnesota to Delaware	For	For	For	For	A vote FOR this proposal is warranted as the board has provided a compelling rationale for the reincorporation to Delaware and shareholder rights will remain largely the same.
Polaris Inc.	04/27/2023	Management	7	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	Against	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy. In addition, the company's governing documents upon the reincorporation to Delaware do not empower shareholders to hold director accountable on an annual basis as the board will remain classified.
Polaris Inc.	04/27/2023	Management	8	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Polaris Inc.	04/27/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Popular, Inc.	05/11/2023	Management	1	Yes	Elect Director Ignacio Alvarez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	2	Yes	Elect Director Joaquin E. Bacardi, III	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	3	Yes	Elect Director Alejandro M. Ballester	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	4	Yes	Elect Director Robert Carrady	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	5	Yes	Elect Director Richard L. Carrion	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	6	Yes	Elect Director Betty DeVita	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	7	Yes	Elect Director John W. Diercksen	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	8	Yes	Elect Director Maria Luisa Ferre Rangel	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	9	Yes	Elect Director C. Kim Goodwin	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	10	Yes	Elect Director Jose R. Rodriguez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	11	Yes	Elect Director Alejandro M. Sanchez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	12	Yes	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	13	Yes	Elect Director Carlos A. Unanue	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns have been identified.

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Popular, Inc.	05/11/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Poseida Therapeutics, Inc.	06/15/2023	Management	1	Yes	Elect Director Rafael G. Amado	For	For	For	For	WITHHOLD votes are warranted for director nominee Charles Baum given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Rafael Amado is warranted.
Poseida Therapeutics, Inc.	06/15/2023	Management	2	Yes	Elect Director Charles M. Baum	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominee Charles Baum given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Rafael Amado is warranted.
Poseida Therapeutics, Inc.	06/15/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Post Holdings, Inc.	01/26/2023	Management	1	Yes	Elect Director Dorothy M. Burwell	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	2	Yes	Elect Director Robert E. Grote	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	3	Yes	Elect Director David W. Kemper	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	4	Yes	Elect Director Robert V. Vitale	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Post Holdings, Inc.	01/26/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.
Potbelly Corporation	05/18/2023	Management	1	Yes	Elect Director Vann Avedisian	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	2	Yes	Elect Director Joseph Boehm	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	3	Yes	Elect Director Adrian Butler	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	4	Yes	Elect Director David Head	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	5	Yes	Elect Director David Near	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	6	Yes	Elect Director Dave Pearson	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	7	Yes	Elect Director Todd Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	8	Yes	Elect Director Jill Sutton	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	9	Yes	Elect Director Robert D. Wright	For	For	For	For	A vote FOR all director nominees is warranted.
Potbelly Corporation	05/18/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Potbelly Corporation	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Potbelly Corporation	05/18/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Powell Industries, Inc.	02/15/2023	Management	1	Yes	Elect Director Christopher E. Cragg	For	For	Withhold	Withhold	WITHHOLD votes for Christopher (Chris) Cragg are warranted for serving as a non-independent member of key board committees. WITHHOLD votes for incumbent audit committee member Christopher (Chris) Cragg are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for nominating committee member Katheryn (Kathy) Curtis for lack of racial/ethnic diversity on the board. A vote FOR Alaina K. Brooks is warranted at this time.
Powell Industries, Inc.	02/15/2023	Management	2	Yes	Elect Director Katheryn B. Curtis	For	Withhold	Withhold	Withhold	WITHHOLD votes for Christopher (Chris) Cragg are warranted for serving as a non-independent member of key board committees. WITHHOLD votes for incumbent audit committee member Christopher (Chris) Cragg are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for nominating committee member Katheryn (Kathy) Curtis for lack of racial/ethnic diversity on the board. A vote FOR Alaina K. Brooks is warranted at this time.

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Powell Industries, Inc.	02/15/2023	Management	3	Yes	Elect Director Alaina K. Brooks	For	For	For	For	WITHHOLD votes for Christopher (Chris) Cragg are warranted for serving as a non-independent member of key board committees. WITHHOLD votes for incumbent audit committee member Christopher (Chris) Cragg are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for nominating committee member Katheryn (Kathy) Curtis for lack of racial/ethnic diversity on the board. A vote FOR Alaina K. Brooks is warranted at this time.
Powell Industries, Inc.	02/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Powell Industries, Inc.	02/15/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Powell Industries, Inc.	02/15/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Power Integrations, Inc.	05/19/2023	Management	1	Yes	Elect Director Wendy Arienzo	For	For	For	For	WITHHOLD votes for Balakrishnan Iyer and Nicholas Brathwaite are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Power Integrations, Inc.	05/19/2023	Management	2	Yes	Elect Director Balu Balakrishnan	For	For	For	For	WITHHOLD votes for Balakrishnan Iyer and Nicholas Brathwaite are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Power Integrations, Inc.	05/19/2023	Management	3	Yes	Elect Director Nicholas E. Brathwaite	For	For	Withhold	Withhold	WITHHOLD votes for Balakrishnan Iyer and Nicholas Brathwaite are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Power Integrations, Inc.	05/19/2023	Management	4	Yes	Elect Director Anita Ganti	For	For	For	For	WITHHOLD votes for Balakrishnan Iyer and Nicholas Brathwaite are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Power Integrations, Inc.	05/19/2023	Management	5	Yes	Elect Director Nancy Gioia	For	For	For	For	WITHHOLD votes for Balakrishnan Iyer and Nicholas Brathwaite are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Power Integrations, Inc.	05/19/2023	Management	6	Yes	Elect Director Balakrishnan S. Iyer	For	For	Withhold	Withhold	WITHHOLD votes for Balakrishnan Iyer and Nicholas Brathwaite are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Power Integrations, Inc.	05/19/2023	Management	7	Yes	Elect Director Ravi Vig	For	For	For	For	WITHHOLD votes for Balakrishnan Iyer and Nicholas Brathwaite are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Power Integrations, Inc.	05/19/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Power Integrations, Inc.	05/19/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Power Integrations, Inc.	05/19/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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PowerSchool Holdings, Inc.	05/02/2023	Management	1	Yes	Elect Director David Armstrong	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hardeep Gulati, David Armstrong and Betty Hung are warranted for lack of a majority independent board. WITHHOLD votes for David Armstrong and Betty Hung are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members David Armstrong and Betty Hung are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements, each of which adversely impact shareholder rights.
PowerSchool Holdings, Inc.	05/02/2023	Management	2	Yes	Elect Director Hardeep Gulati	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hardeep Gulati, David Armstrong and Betty Hung are warranted for lack of a majority independent board. WITHHOLD votes for David Armstrong and Betty Hung are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members David Armstrong and Betty Hung are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements, each of which adversely impact shareholder rights.
PowerSchool Holdings, Inc.	05/02/2023	Management	3	Yes	Elect Director Betty Hung	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hardeep Gulati, David Armstrong and Betty Hung are warranted for lack of a majority independent board. WITHHOLD votes for David Armstrong and Betty Hung are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members David Armstrong and Betty Hung are additionally warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and pop-up supermajority vote requirements, each of which adversely impact shareholder rights.
PowerSchool Holdings, Inc.	05/02/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PRA Group, Inc.	06/13/2023	Management	1	Yes	Elect Director Vikram A. Atal	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	2	Yes	Elect Director Danielle M. Brown	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	3	Yes	Elect Director Marjorie M. Connelly	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	4	Yes	Elect Director John H. Fain	For	For	Against	Against	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	5	Yes	Elect Director Steven D. Fredrickson	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	6	Yes	Elect Director James A. Nussle	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	7	Yes	Elect Director Brett L. Paschke	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PRA Group, Inc.	06/13/2023	Management	8	Yes	Elect Director Scott M. Tabakin	For	For	Against	Against	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	9	Yes	Elect Director Peggy P. Turner	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	10	Yes	Elect Director Lance L. Weaver	For	For	For	For	Votes AGAINST John Fain and Scott Tabakin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PRA Group, Inc.	06/13/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
PRA Group, Inc.	06/13/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.
PRA Group, Inc.	06/13/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Precision BioSciences, Inc.	05/04/2023	Management	1	Yes	Elect Director Michael Amoroso	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for the director nominees Michael Amoroso and Geno Germano given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Precision BioSciences, Inc.	05/04/2023	Management	2	Yes	Elect Director Geno Germano	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for the director nominees Michael Amoroso and Geno Germano given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Precision BioSciences, Inc.	05/04/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Preferred Bank	05/16/2023	Management	1	Yes	Elect Director Li Yu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/16/2023	Management	2	Yes	Elect Director Clark Hsu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/16/2023	Management	3	Yes	Elect Director Kathleen Shane	For	For	For	For	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Preferred Bank	05/16/2023	Management	4	Yes	Elect Director William C. Y. Cheng	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/16/2023	Management	5	Yes	Elect Director Chih-wei Wu	For	For	For	For	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/16/2023	Management	6	Yes	Elect Director J. Richard Belliston	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/16/2023	Management	7	Yes	Elect Director Gary S. Nunnely	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/16/2023	Management	8	Yes	Elect Director Wayne Wu	For	For	For	For	WITHHOLD votes for non-independent nominees Li Yu, J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are warranted for lack of a majority independent board. WITHHOLD votes for J. Richard Belliston, William Cheng, Clark Hsu and Gary Nunnely are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Preferred Bank	05/16/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Preferred Bank	05/16/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Preferred Bank	05/16/2023	Management	11	Yes	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this proposal is warranted, given that the terms of the repurchase program are reasonable, and benefits are expected to accrue to all shareholders.
Preferred Bank	05/16/2023	Management	12	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Preformed Line Products Company	05/09/2023	Management	1	Yes	Elect Director Maegan A. R. Cross	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are also warranted for the company's lack of a formal nominating committee. WITHHOLD votes for Richard Gascoigne are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chair Robert Ruhlman for racial or ethnic diversity on the board. A vote FOR Matthew D. Frymier is warranted.
Preformed Line Products Company	05/09/2023	Management	2	Yes	Elect Director Matthew D. Frymier	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are also warranted for the company's lack of a formal nominating committee. WITHHOLD votes for Richard Gascoigne are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chair Robert Ruhlman for racial or ethnic diversity on the board. A vote FOR Matthew D. Frymier is warranted.
Preformed Line Products Company	05/09/2023	Management	3	Yes	Elect Director Richard R. Gascoigne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are also warranted for the company's lack of a formal nominating committee. WITHHOLD votes for Richard Gascoigne are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chair Robert Ruhlman for racial or ethnic diversity on the board. A vote FOR Matthew D. Frymier is warranted.
Preformed Line Products Company	05/09/2023	Management	4	Yes	Elect Director Robert G. Ruhlman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are warranted for lack of a majority independent board. WITHHOLD votes for non-independent nominees Robert Ruhlman, Maegan Cross and Richard Gascoigne are also warranted for the company's lack of a formal nominating committee. WITHHOLD votes for Richard Gascoigne are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for board chair Robert Ruhlman for racial or ethnic diversity on the board. A vote FOR Matthew D. Frymier is warranted.
Preformed Line Products Company	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this item are warranted due to the following reasons: * The company provided excessive financial planning and life insurance perquisites to the CEO; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Preformed Line Products Company	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Preformed Line Products Company	05/09/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Premier Financial Corp.	04/25/2023	Management	1	Yes	Elect Director Lee Burdman	For	For	For	For	WITHHOLD votes for Jean Hubbard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Premier Financial Corp.	04/25/2023	Management	2	Yes	Elect Director Jean A. Hubbard	For	For	Withhold	Withhold	WITHHOLD votes for Jean Hubbard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/25/2023	Management	3	Yes	Elect Director Charles D. Niehaus	For	For	For	For	WITHHOLD votes for Jean Hubbard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/25/2023	Management	4	Yes	Elect Director Mark A. Robison	For	For	For	For	WITHHOLD votes for Jean Hubbard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/25/2023	Management	5	Yes	Elect Director Richard J. Schiraldi	For	For	For	For	WITHHOLD votes for Jean Hubbard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Premier Financial Corp.	04/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonable aligned at this time.
Premier Financial Corp.	04/25/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PriceSmart, Inc.	02/03/2023	Management	1	Yes	Elect Director Sherry S. Bahrambeygui	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	2	Yes	Elect Director Jeffrey Fisher	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	3	Yes	Elect Director Gordon H. Hanson	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	4	Yes	Elect Director Beatriz V. Infante	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	5	Yes	Elect Director Leon C. Janks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	6	Yes	Elect Director Patricia Marquez	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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PriceSmart, Inc.	02/03/2023	Management	7	Yes	Elect Director David Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	8	Yes	Elect Director Robert E. Price	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	9	Yes	Elect Director David R. Snyder	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	10	Yes	Elect Director Edgar Zurcher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Price, Sherry Bahrambeygui, Leon Janks, David Price and Edgar Zurcher are warranted for lack of a majority independent board. WITHHOLD votes for Leon Janks are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PriceSmart, Inc.	02/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The CEO will receive sizable severance and accelerated vesting of certain outstanding equity awards upon a resignation which is not clearly involuntary.
PriceSmart, Inc.	02/03/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
PriceSmart, Inc.	02/03/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primerica, Inc.	05/17/2023	Management	1	Yes	Elect Director John A. Addison, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	2	Yes	Elect Director Joel M. Babbit	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Primerica, Inc.	05/17/2023	Management	3	Yes	Elect Director Amber L. Cottle	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	4	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	5	Yes	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	6	Yes	Elect Director Sanjeev Dheer	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	7	Yes	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	8	Yes	Elect Director D. Richard Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Primerica, Inc.	05/17/2023	Management	9	Yes	Elect Director Glenn J. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	10	Yes	Elect Director Barbara A. Yastine	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbit and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbit and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Primerica, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Primerica, Inc.	05/17/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primis Financial Corp.	05/25/2023	Management	1	Yes	Elect Director W. Rand Cook	For	For	For	For	A vote FOR all director nominees is warranted.
Primis Financial Corp.	05/25/2023	Management	2	Yes	Elect Director Eric A. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Primis Financial Corp.	05/25/2023	Management	3	Yes	Elect Director Dennis J. Zember, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Primis Financial Corp.	05/25/2023	Management	4	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primis Financial Corp.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentives were based on objective measures and the compensation committee exercised its discretion to reduce payouts to NEOs. In addition, equity awards are purely performance-based.
Primis Financial Corp.	05/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Primoris Services Corporation	05/03/2023	Management	1	Yes	Elect Director Michael E. Ching	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	2	Yes	Elect Director Stephen C. Cook	For	For	Withhold	Withhold	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	3	Yes	Elect Director David L. King	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	4	Yes	Elect Director Carla S. Mashinski	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	5	Yes	Elect Director Terry D. McCallister	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Primoris Services Corporation	05/03/2023	Management	6	Yes	Elect Director Thomas E. McCormick	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	7	Yes	Elect Director Jose R. Rodriguez	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	8	Yes	Elect Director John P. Schauerman	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	9	Yes	Elect Director Patricia K. Wagner	For	For	For	For	WITHHOLD votes for Stephen Cook are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Primoris Services Corporation	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Primoris Services Corporation	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Primoris Services Corporation	05/03/2023	Management	12	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Primoris Services Corporation	05/03/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Privia Health Group, Inc.	05/24/2023	Management	1	No	Elect Director Shawn Morris "Withdrawn Resolution"					WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	2	Yes	Elect Director Jeff Bernstein	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	3	Yes	Elect Director Nancy Coccozza	For	For	For	For	WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	4	Yes	Elect Director David King	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.

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Privia Health Group, Inc.	05/24/2023	Management	5	No	Elect Director Thomas McCarthy "Withdrawn Resolution"					WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	6	No	Elect Director Will Sherrill "Withdrawn Resolution"					WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	7	No	Elect Director Bill Sullivan "Withdrawn Resolution"					WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	8	No	Elect Director Patricia Maryland "Withdrawn Resolution"					WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	9	No	Elect Director Jaewon Ryu "Withdrawn Resolution"					WITHHOLD votes are warranted for governance committee members David King and Jeff Bernstein given that the board failed to remove, or subject to a sunset requirement, the pop-up classified board structure and supermajority vote requirements to amend the governing documents, each of which has now been triggered and adversely impacts shareholder rights. A vote FOR Nancy Coccozza is warranted.
Privia Health Group, Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Privia Health Group, Inc.	05/24/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
ProAssurance Corporation	05/24/2023	Management	1	Yes	Elect Director Samuel A. Di Piazza, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/24/2023	Management	2	Yes	Elect Director Fabiola Cobarrubias	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/24/2023	Management	3	Yes	Elect Director Edward L. Rand, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/24/2023	Management	4	Yes	Elect Director Katisha T. Vance	For	For	For	For	A vote FOR all director nominees is warranted.
ProAssurance Corporation	05/24/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ProAssurance Corporation	05/24/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ProAssurance Corporation	05/24/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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PROG Holdings, Inc.	05/10/2023	Management	1	Yes	Elect Director Kathy T. Betty	For	For	For	For	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	2	Yes	Elect Director Douglas C. Curling	For	For	For	For	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	3	Yes	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	4	Yes	Elect Director Curtis L. Doman	For	For	For	For	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	5	Yes	Elect Director Ray M. Martinez	For	For	For	For	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	6	Yes	Elect Director Steven A. Michaels	For	For	For	For	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	7	Yes	Elect Director Ray M. Robinson	For	For	Against	Against	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	8	Yes	Elect Director Caroline S. Sheu	For	For	For	For	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	9	Yes	Elect Director James P. Smith	For	For	For	For	Votes AGAINST Ray Robinson and Cynthia Day are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are also warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
PROG Holdings, Inc.	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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PROG Holdings, Inc.	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PROG Holdings, Inc.	05/10/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Progress Software Corporation	05/11/2023	Management	1	Yes	Elect Director Paul T. Dacier	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	2	Yes	Elect Director John R. Egan	For	For	Withhold	Withhold	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	3	Yes	Elect Director Rainer Gawlick	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	4	Yes	Elect Director Yogesh Gupta	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	5	Yes	Elect Director Charles F. Kane	For	For	Withhold	Withhold	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	6	Yes	Elect Director Samskriti (Sam) Y. King	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	7	Yes	Elect Director David A. Krall	For	For	Withhold	Withhold	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	8	Yes	Elect Director Angela T. Tucci	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	9	Yes	Elect Director Vivian Vitale	For	For	For	For	WITHHOLD votes for John Egan, Charles (Chuck) Kane and David Krall are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Progress Software Corporation	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Progress Software Corporation	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Progress Software Corporation	05/11/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Progress Software Corporation	05/11/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ProPetro Holding Corp.	05/11/2023	Management	1	Yes	Elect Director Samuel D. Sledge	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	2	Yes	Elect Director Phillip A. Gobe	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	3	Yes	Elect Director Spencer D. Armour, III	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	4	Yes	Elect Director Mark S. Berg	For	For	For	For	A vote FOR the director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ProPetro Holding Corp.	05/11/2023	Management	5	Yes	Elect Director Anthony J. Best	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	6	Yes	Elect Director Michele Vion	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	7	Yes	Elect Director Mary P. Ricciardello	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	8	Yes	Elect Director G. Larry Lawrence	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	9	Yes	Elect Director Jack B. Moore	For	For	For	For	A vote FOR the director nominees is warranted.
ProPetro Holding Corp.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company accelerated the equity awards held by two NEOs upon their voluntary resignation.
ProPetro Holding Corp.	05/11/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
ProPetro Holding Corp.	05/11/2023	Management	12	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	1	Yes	Elect Director Kevin J. Hanigan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	2	Yes	Elect Director William T. Luedke, IV	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	3	Yes	Elect Director Perry Mueller, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	4	Yes	Elect Director Harrison Stafford, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	5	Yes	Elect Director Laura Murillo	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	6	Yes	Elect Director Ileana Blanco	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/18/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.
Prosperity Bancshares, Inc.	04/18/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Protagonist Therapeutics, Inc.	05/25/2023	Management	1	Yes	Elect Director Dinesh V. Patel	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Dinesh Patel given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Protagonist Therapeutics, Inc.	05/25/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Protagonist Therapeutics, Inc.	05/25/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Prothena Corporation plc	05/16/2023	Management	1	Yes	Elect Director Helen S. Kim	For	For	For	For	Votes AGAINST Oleg Nodelman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/16/2023	Management	2	Yes	Elect Director Gene G. Kinney	For	For	For	For	Votes AGAINST Oleg Nodelman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/16/2023	Management	3	Yes	Elect Director Oleg Nodelman	For	Against	Against	Against	Votes AGAINST Oleg Nodelman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/16/2023	Management	4	Yes	Elect Director Dennis J. Selkoe	For	For	For	For	Votes AGAINST Oleg Nodelman are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Prothena Corporation plc	05/16/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prothena Corporation plc	05/16/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Prothena Corporation plc	05/16/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.63 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Proto Labs, Inc.	05/17/2023	Management	1	Yes	Elect Director Robert Bodor	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/17/2023	Management	2	Yes	Elect Director Archie C. Black	For	For	Against	Against	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/17/2023	Management	3	Yes	Elect Director Sujeet Chand	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/17/2023	Management	4	Yes	Elect Director Moonhie Chin	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Proto Labs, Inc.	05/17/2023	Management	5	Yes	Elect Director Rainer Gawlick	For	For	Against	Against	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/17/2023	Management	6	Yes	Elect Director Stacy Greiner	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/17/2023	Management	7	Yes	Elect Director Donald G. Krantz	For	For	For	For	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/17/2023	Management	8	Yes	Elect Director Sven A. Wehrwein	For	For	Against	Against	Votes AGAINST Rainer Gawlick and Sven Wehrwein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Archie Black are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Proto Labs, Inc.	05/17/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Proto Labs, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Proto Labs, Inc.	05/17/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Proto Labs, Inc.	05/17/2023	Shareholder	12	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Provident Financial Services, Inc.	02/01/2023	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	While there has been no public opposition to the proposed transaction, the strong negative share price reaction at announcement and continued underperformance against the market may raise concerns among shareholders and signal potential near-term upside of non-approval. Nonetheless, the strategic rationale appears sound, as the combined company will be the second largest bank headquartered in New Jersey, with complementary loan and deposit portfolios, and a broader set of product offerings on a pro forma basis. The merger is expected to generate \$65 million of annual cost savings and be accretive to earnings, and the combined company is expected to have stronger profitability metrics than PFS on a standalone basis. Additionally, the merger is expected to generate revenue synergies through multiple identified cross-sell opportunities. On balance, in light of a reasonable strategic rationale and financial metrics, support FOR the proposed transaction is warranted.
Provident Financial Services, Inc.	02/01/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR the proposed transaction is warranted as the underlying transaction warrants support.

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Provident Financial Services, Inc.	04/27/2023	Management	1	Yes	Elect Director Terence Gallagher	For	For	Withhold	Withhold	WITHHOLD votes for Terence Gallagher are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Provident Financial Services, Inc.	04/27/2023	Management	2	Yes	Elect Director Edward J. Leppert	For	For	For	For	WITHHOLD votes for Terence Gallagher are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Provident Financial Services, Inc.	04/27/2023	Management	3	Yes	Elect Director Nadine Leslie	For	For	For	For	WITHHOLD votes for Terence Gallagher are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Provident Financial Services, Inc.	04/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Provident Financial Services, Inc.	04/27/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Provident Financial Services, Inc.	04/27/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PubMatic, Inc.	05/31/2023	Management	1	Yes	Elect Director Cathleen Black	For	For	For	For	WITHHOLD votes are warranted for governance committee member Susan Daimler given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted
PubMatic, Inc.	05/31/2023	Management	2	Yes	Elect Director Susan Daimler	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Susan Daimler given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted
PubMatic, Inc.	05/31/2023	Management	3	Yes	Elect Director Shelagh Glaser	For	For	For	For	WITHHOLD votes are warranted for governance committee member Susan Daimler given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted
PubMatic, Inc.	05/31/2023	Management	4	Yes	Elect Director Amar K. Goel	For	For	For	For	WITHHOLD votes are warranted for governance committee member Susan Daimler given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted
PubMatic, Inc.	05/31/2023	Management	5	Yes	Elect Director Rajeev K. Goel	For	For	For	For	WITHHOLD votes are warranted for governance committee member Susan Daimler given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted

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PubMatic, Inc.	05/31/2023	Management	6	Yes	Elect Director Jacob Shulman	For	For	For	For	WITHHOLD votes are warranted for governance committee member Susan Daimler given the board's failure to remove, or subject to a reasonable sunset requirement, the pop-up classified board, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted
PubMatic, Inc.	05/31/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PubMatic, Inc.	05/31/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Puma Biotechnology, Inc.	06/13/2023	Management	1	Yes	Elect Director Alan H. Auerbach	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/13/2023	Management	2	Yes	Elect Director Alessandra Cesano	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/13/2023	Management	3	Yes	Elect Director Allison Dorval	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/13/2023	Management	4	Yes	Elect Director Michael P. Miller	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/13/2023	Management	5	Yes	Elect Director Jay M. Moyes	For	For	Withhold	Withhold	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/13/2023	Management	6	Yes	Elect Director Adrian M. Senderowicz	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/13/2023	Management	7	Yes	Elect Director Brian Stuglik	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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Puma Biotechnology, Inc.	06/13/2023	Management	8	Yes	Elect Director Troy E. Wilson	For	For	For	For	WITHHOLD votes for Jay Moyes are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Brian Stuglik and Troy Wilson are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Puma Biotechnology, Inc.	06/13/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Puma Biotechnology, Inc.	06/13/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions. Additionally, a significant portion of NEOs' cash incentives, except the CEO, is based on individual performance pay and equity awards are entirely time-based. However, the CEO's pay significantly decreased compared to fiscal 2021, resulting in pay that is significantly below the peer median, and the CEO's cash incentives are entirely performance-based
Pure Cycle Corporation	01/11/2023	Management	1	Yes	Elect Director Mark W. Harding	For	For	For	For	WITHHOLD votes for Wanda Abel and Peter Howell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/11/2023	Management	2	Yes	Elect Director Patrick J. Beirne	For	For	For	For	WITHHOLD votes for Wanda Abel and Peter Howell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/11/2023	Management	3	Yes	Elect Director Wanda J. Abel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Wanda Abel and Peter Howell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/11/2023	Management	4	Yes	Elect Director Frederick A. Fendel, III	For	For	For	For	WITHHOLD votes for Wanda Abel and Peter Howell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/11/2023	Management	5	Yes	Elect Director Peter C. Howell	For	For	Withhold	Withhold	WITHHOLD votes for Wanda Abel and Peter Howell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/11/2023	Management	6	Yes	Elect Director Daniel R. Kozlowski	For	For	For	For	WITHHOLD votes for Wanda Abel and Peter Howell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/11/2023	Management	7	Yes	Elect Director Jeffrey G. Sheets	For	For	For	For	WITHHOLD votes for Wanda Abel and Peter Howell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pure Cycle Corporation	01/11/2023	Management	8	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Pure Cycle Corporation	01/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
PVH Corp.	06/22/2023	Management	1	Yes	Elect Director Ajay Bhalla	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	2	Yes	Elect Director Michael M. Calbert	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	3	Yes	Elect Director Brent Callinicos	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	4	Yes	Elect Director George Cheeks	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	5	Yes	Elect Director Stefan Larsson	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	6	Yes	Elect Director G. Penny McIntyre	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	7	Yes	Elect Director Amy McPherson	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	8	Yes	Elect Director Allison Peterson	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	9	Yes	Elect Director Edward R. Rosenfeld	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	10	Yes	Elect Director Judith Amanda Sourry Knox	For	For	For	For	A vote FOR all director nominees is warranted.

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PVH Corp.	06/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some goal rigor concern is noted, annual incentives were entirely measured against a pre-set financial metric and no discretionary modifications were applied. In addition, half of the CEO's target equity mix was composed of performance-conditioned equity, and the performance-based portion of the remaining NEOs' awards will be increased in FY23. Further, forward-looking target goals are disclosed, TSR targets above-median performance, and PSUs are measured over a multi-year period.
PVH Corp.	06/22/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PVH Corp.	06/22/2023	Management	13	Yes	Amend Certificate of Incorporation to Update the Exculpation Provision Under the Delaware General Corporation Law	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PVH Corp.	06/22/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
PVH Corp.	06/22/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QCR Holdings, Inc.	05/18/2023	Management	1	Yes	Elect Director James M. Field	For	For	For	For	WITHHOLD votes for Marie Ziegler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/18/2023	Management	2	Yes	Elect Director John F. Griesemer	For	For	For	For	WITHHOLD votes for Marie Ziegler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/18/2023	Management	3	Yes	Elect Director Elizabeth S. Jacobs	For	For	For	For	WITHHOLD votes for Marie Ziegler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/18/2023	Management	4	Yes	Elect Director Marie Z. Ziegler	For	For	Withhold	Withhold	WITHHOLD votes for Marie Ziegler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QCR Holdings, Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
QCR Holdings, Inc.	05/18/2023	Management	6	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quad/Graphics, Inc.	05/22/2023	Management	1	Yes	Elect Director Douglas P. Buth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.
Quad/Graphics, Inc.	05/22/2023	Management	2	Yes	Elect Director Beth-Ann Eason	For	For	For	For	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.

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Quad/Graphics, Inc.	05/22/2023	Management	3	Yes	Elect Director Kathryn Quadracci Flores	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.
Quad/Graphics, Inc.	05/22/2023	Management	4	Yes	Elect Director John C. Fowler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.

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Quad/Graphics, Inc.	05/22/2023	Management	5	Yes	Elect Director Stephen M. Fuller	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.
Quad/Graphics, Inc.	05/22/2023	Management	6	Yes	Elect Director Christopher B. Harned	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.

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Quad/Graphics, Inc.	05/22/2023	Management	7	Yes	Elect Director J. Joel Quadracci	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.
Quad/Graphics, Inc.	05/22/2023	Management	8	Yes	Elect Director Jay O. Rothman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.

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Quad/Graphics, Inc.	05/22/2023	Management	9	Yes	Elect Director John S. Shiely	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Christopher Harned, Jay Rothman and John Shiely are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Douglas Buth, John Fowler and John Shiely are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Douglas Buth, Stephen (Steve) Fuller and John Shiely are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for incumbent director nominees J. Joel Quadracci, Douglas Buth, Kathryn Flores, John Fowler, Stephen (Steve) Fuller, Christopher Harned, Jay Rothman, and John Shiely are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for J. Joel Quadracci, Kathryn Flores, and Christopher Harned are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for board chair J. Joel Quadracci are also warranted for lack of racial or ethnic diversity on the board. A vote FOR new director nominee Beth-Ann Eason is warranted.
Quad/Graphics, Inc.	05/22/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Quad/Graphics, Inc.	05/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain excise tax gross-up provisions. * The company provided an inordinate amount for the CEO's corporate aircraft perquisite. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * Equity awards to the CEO lack any performance-contingent pay elements.
Quad/Graphics, Inc.	05/22/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Quanex Building Products Corporation	02/28/2023	Management	1	Yes	Elect Director Susan F. Davis	For	For	Against	Against	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	2	Yes	Elect Director William C. Griffiths	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	3	Yes	Elect Director Bradley E. Hughes	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	4	Yes	Elect Director Jason D. Lippert	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	5	Yes	Elect Director Donald R. Maier	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	6	Yes	Elect Director Meredith W. Mendes	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Quanex Building Products Corporation	02/28/2023	Management	7	Yes	Elect Director Curtis M. Stevens	For	For	Against	Against	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	8	Yes	Elect Director William E. Waltz, Jr.	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	9	Yes	Elect Director George L. Wilson	For	For	For	For	Votes AGAINST Susan Davis and Curtis Stevens are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quanex Building Products Corporation	02/28/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Quanex Building Products Corporation	02/28/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Quanex Building Products Corporation	02/28/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quanterix Corporation	06/07/2023	Management	1	Yes	Elect Director Brian J. Blaser	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Paul Meister due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Brian Blaser is warranted.
Quanterix Corporation	06/07/2023	Management	2	Yes	Elect Director Paul M. Meister	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Paul Meister due to the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Brian Blaser is warranted.
Quanterix Corporation	06/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Quanterix Corporation	06/07/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Radian Group Inc.	05/17/2023	Management	1	Yes	Elect Director Howard B. Culang	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	2	Yes	Elect Director Fawad Ahmad	For	For	For	For	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Radian Group Inc.	05/17/2023	Management	3	Yes	Elect Director Brad L. Conner	For	For	For	For	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	4	Yes	Elect Director Debra Hess	For	For	For	For	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	5	Yes	Elect Director Lisa W. Hess	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	6	Yes	Elect Director Brian D. Montgomery	For	For	For	For	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	7	Yes	Elect Director Lisa Mumford	For	For	For	For	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	8	Yes	Elect Director Gaetano J. Muzio	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Radian Group Inc.	05/17/2023	Management	9	Yes	Elect Director Gregory V. Serio	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	10	Yes	Elect Director Noel J. Spiegel	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	11	Yes	Elect Director Richard G. Thornberry	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Culang, Richard (Rick) Thornberry, Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are warranted for lack of a majority independent board. Votes AGAINST Lisa Hess, Gaetano (Guy) Muzio, Gregory Serio and Noel Spiegel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Radian Group Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Radian Group Inc.	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Radian Group Inc.	05/17/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Radiant Logistics, Inc.	05/23/2023	Management	1	Yes	Elect Director Bohn H. Crain	For	For	For	For	A vote AGAINST Audit Committee members Richard Palmieri and Michael Gould is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining nominees is warranted.
Radiant Logistics, Inc.	05/23/2023	Management	2	Yes	Elect Director Richard P. Palmieri	For	Against	Against	Against	A vote AGAINST Audit Committee members Richard Palmieri and Michael Gould is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining nominees is warranted.
Radiant Logistics, Inc.	05/23/2023	Management	3	Yes	Elect Director Michael Gould	For	Against	Against	Against	A vote AGAINST Audit Committee members Richard Palmieri and Michael Gould is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining nominees is warranted.
Radiant Logistics, Inc.	05/23/2023	Management	4	Yes	Elect Director Kristin Toth Smith	For	For	For	For	A vote AGAINST Audit Committee members Richard Palmieri and Michael Gould is warranted given the persistence of material weaknesses in the company's internal controls over multiple years. A vote FOR the remaining nominees is warranted.
Radiant Logistics, Inc.	05/23/2023	Management	5	Yes	Ratify Moss Adams, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Radiant Logistics, Inc.	05/23/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.

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RadNet, Inc.	06/07/2023	Management	1	Yes	Elect Director Howard G. Berger	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, and Lawrence Levitt are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Laura Jacobs for failure to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/07/2023	Management	2	Yes	Elect Director Christine N. Gordon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, and Lawrence Levitt are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Laura Jacobs for failure to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/07/2023	Management	3	Yes	Elect Director Laura P. Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, and Lawrence Levitt are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Laura Jacobs for failure to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/07/2023	Management	4	Yes	Elect Director Lawrence L. Levitt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, and Lawrence Levitt are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Laura Jacobs for failure to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/07/2023	Management	5	Yes	Elect Director Gregory E. Spurlock	For	For	For	For	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, and Lawrence Levitt are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Laura Jacobs for failure to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/07/2023	Management	6	Yes	Elect Director David L. Swartz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Berger, David Swartz, Christine Gordon, and Lawrence Levitt are warranted for lack of a majority independent board. WITHHOLD votes for David Swartz and Lawrence Levitt are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Laura Jacobs for failure to establish racial or ethnic diversity on the board. A vote FOR Gregory E. Spurlock is warranted.
RadNet, Inc.	06/07/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RadNet, Inc.	06/07/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
RadNet, Inc.	06/07/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation										
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RadNet, Inc.	06/07/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Rafael Holdings, Inc.	01/23/2023	Management	1	Yes	Elect Director Stephen Greenberg	For	Against	Against	Against	Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent directors Howard Jonas, Stephen Greenberg, Rachel Jonas, Mark McCamish, Boris Pasche, and Michael Weiss is warranted given the problematic capital structure implemented at the time of the IPO that negatively impacts shareholder rights. In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Stephen Greenberg, Boris Pasche, and Michael Weiss is warranted due to an unmitigated pay-for-performance misalignment and a problematic pay practice. There is limited disclosure with respect to the annual incentive program and equity awards were entirely time-vesting. In addition, the company entered into a new employment agreement with its executive chair that provides for a problematic modified single-trigger cash severance provision.
Rafael Holdings, Inc.	01/23/2023	Management	2	Yes	Elect Director Howard S. Jonas	For	Against	Against	Against	Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent directors Howard Jonas, Stephen Greenberg, Rachel Jonas, Mark McCamish, Boris Pasche, and Michael Weiss is warranted given the problematic capital structure implemented at the time of the IPO that negatively impacts shareholder rights. In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Stephen Greenberg, Boris Pasche, and Michael Weiss is warranted due to an unmitigated pay-for-performance misalignment and a problematic pay practice. There is limited disclosure with respect to the annual incentive program and equity awards were entirely time-vesting. In addition, the company entered into a new employment agreement with its executive chair that provides for a problematic modified single-trigger cash severance provision.
Rafael Holdings, Inc.	01/23/2023	Management	3	Yes	Elect Director Rachel Jonas	For	Against	Against	Against	Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent directors Howard Jonas, Stephen Greenberg, Rachel Jonas, Mark McCamish, Boris Pasche, and Michael Weiss is warranted given the problematic capital structure implemented at the time of the IPO that negatively impacts shareholder rights. In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Stephen Greenberg, Boris Pasche, and Michael Weiss is warranted due to an unmitigated pay-for-performance misalignment and a problematic pay practice. There is limited disclosure with respect to the annual incentive program and equity awards were entirely time-vesting. In addition, the company entered into a new employment agreement with its executive chair that provides for a problematic modified single-trigger cash severance provision.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rafael Holdings, Inc.	01/23/2023	Management	4	Yes	Elect Director Mark McCamish	For	Against	Against	Against	Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent directors Howard Jonas, Stephen Greenberg, Rachel Jonas, Mark McCamish, Boris Pasche, and Michael Weiss is warranted given the problematic capital structure implemented at the time of the IPO that negatively impacts shareholder rights. In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Stephen Greenberg, Boris Pasche, and Michael Weiss is warranted due to an unmitigated pay-for-performance misalignment and a problematic pay practice. There is limited disclosure with respect to the annual incentive program and equity awards were entirely time-vesting. In addition, the company entered into a new employment agreement with its executive chair that provides for a problematic modified single-trigger cash severance provision.
Rafael Holdings, Inc.	01/23/2023	Management	5	Yes	Elect Director Boris C. Pasche	For	Against	Against	Against	Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent directors Howard Jonas, Stephen Greenberg, Rachel Jonas, Mark McCamish, Boris Pasche, and Michael Weiss is warranted given the problematic capital structure implemented at the time of the IPO that negatively impacts shareholder rights. In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Stephen Greenberg, Boris Pasche, and Michael Weiss is warranted due to an unmitigated pay-for-performance misalignment and a problematic pay practice. There is limited disclosure with respect to the annual incentive program and equity awards were entirely time-vesting. In addition, the company entered into a new employment agreement with its executive chair that provides for a problematic modified single-trigger cash severance provision.
Rafael Holdings, Inc.	01/23/2023	Management	6	Yes	Elect Director Michael J. Weiss	For	Against	Against	Against	Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. A vote AGAINST incumbent directors Howard Jonas, Stephen Greenberg, Rachel Jonas, Mark McCamish, Boris Pasche, and Michael Weiss is warranted given the problematic capital structure implemented at the time of the IPO that negatively impacts shareholder rights. In the absence of a say-on-pay proposal, a vote AGAINST compensation committee members Stephen Greenberg, Boris Pasche, and Michael Weiss is warranted due to an unmitigated pay-for-performance misalignment and a problematic pay practice. There is limited disclosure with respect to the annual incentive program and equity awards were entirely time-vesting. In addition, the company entered into a new employment agreement with its executive chair that provides for a problematic modified single-trigger cash severance provision.
Rafael Holdings, Inc.	01/23/2023	Management	7	Yes	Ratify CohnReznick LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Rafael Holdings, Inc.	01/23/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The plan permits repricing and exchange of grants without prior shareholder approval. * The plan permits cash buyout of awards without prior shareholder approval. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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Rallybio Corporation	05/17/2023	Management	1	Yes	Elect Director Helen M. Boudreau	For	Against	Against	Against	AGAINST votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Rallybio Corporation	05/17/2023	Management	2	Yes	Elect Director Lucian Iancovici	For	Against	Against	Against	AGAINST votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Rallybio Corporation	05/17/2023	Management	3	Yes	Elect Director Christine A. Nash	For	Against	Against	Against	AGAINST votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Rallybio Corporation	05/17/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ramaco Resources, Inc.	06/12/2023	Management	1	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. Approval of this proposal would help facilitate the distribution of Class B shares that will track the financial performance of METC's CORE Assets, potentially unlocking value for existing shareholders. All existing shareholders will be treated equally in the distribution, while both Class A and Class B shares will retain similar voting rights. Additionally, the proposed charter amendment provides for a market-based mechanism for the board to collapse the tracking stock structure should it create inefficiencies.
Ramaco Resources, Inc.	06/27/2023	Management	1	Yes	Elect Director Bryan H. Lawrence	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Patrick (Pat) Graney III given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR remaining directors is warranted.
Ramaco Resources, Inc.	06/27/2023	Management	2	Yes	Elect Director David E.K. Frischkorn, Jr.	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Patrick (Pat) Graney III given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR remaining directors is warranted.
Ramaco Resources, Inc.	06/27/2023	Management	3	Yes	Elect Director Patrick C. Graney, III	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Patrick (Pat) Graney III given the board's failure to remove, or subject to a sunset requirement, the classified board and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR remaining directors is warranted.
Ramaco Resources, Inc.	06/27/2023	Management	4	Yes	Ratify MCM CPAs & Advisors LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ramaco Resources, Inc.	06/27/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Ramaco Resources, Inc.	06/27/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Rambus Inc.	04/27/2023	Management	1	Yes	Elect Director Emiko Higashi	For	For	For	For	Votes AGAINST Eric Stang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rambus Inc.	04/27/2023	Management	2	Yes	Elect Director Steven Laub	For	For	For	For	Votes AGAINST Eric Stang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rambus Inc.	04/27/2023	Management	3	Yes	Elect Director Eric Stang	For	For	Against	Against	Votes AGAINST Eric Stang are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rambus Inc.	04/27/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rambus Inc.	04/27/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Rambus Inc.	04/27/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rambus Inc.	04/27/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Rambus Inc.	04/27/2023	Management	8	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Range Resources Corporation	05/10/2023	Management	1	Yes	Elect Director Brenda A. Cline	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	2	Yes	Elect Director Margaret K. Dorman	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	3	Yes	Elect Director James M. Funk	For	For	Against	Against	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	4	Yes	Elect Director Steve D. Gray	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	5	Yes	Elect Director Greg G. Maxwell	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	6	Yes	Elect Director Reginal W. Spiller	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	7	Yes	Elect Director Dennis L. Degner	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Range Resources Corporation	05/10/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Range Resources Corporation	05/10/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Ranger Oil Corporation	06/16/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted, as the cash consideration provides liquidity and certainty of value, the equity portion provides an opportunity in any potential upside of the combined company, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date.
Ranger Oil Corporation	06/16/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Some concern is raised that performance-based awards will be deemed earned at the maximum number of shares for the purpose of converting the awards, and NEOs will be entitled to payouts equal to their FY23 LTIP target. However, the LTIP payouts are double trigger and will be pro-rated, and all unvested equity awards will be assumed by the acquirer and remain subject to double-trigger acceleration. Further, cash severance is double-trigger and reasonably based, and no excise tax gross-ups are payable.
Ranger Oil Corporation	06/16/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Ranpak Holdings Corp.	05/25/2023	Management	1	Yes	Elect Director Michael Gliedman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Michael Gliedman and Alicia Tranen given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for compensation committee member Alicia Tranen for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Ranpak Holdings Corp.	05/25/2023	Management	2	Yes	Elect Director Alicia Tranen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Michael Gliedman and Alicia Tranen given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for compensation committee member Alicia Tranen for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Ranpak Holdings Corp.	05/25/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Ranpak Holdings Corp.	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. The pay-for-performance misalignment is mitigated at this time. While concerns are raised that performance-based awards are earned based on annual performance periods utilizing the same metric as cash incentives, these concerns are mitigated at this time. Short- and long-term incentives are entirely performance-based and were not earned when goals were not met. The CEO's entire pay consisted of performance awards, which he forfeited.
RAPT Therapeutics, Inc.	05/24/2023	Management	1	Yes	Elect Director Brian Wong	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mary Gray are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for incumbent director nominees Brian Wong and Mary Gray given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

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RAPT Therapeutics, Inc.	05/24/2023	Management	2	Yes	Elect Director Mary Ann Gray	For	Withhold	Withhold	Withhold	WITHHOLD votes for Mary Gray are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for incumbent director nominees Brian Wong and Mary Gray given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
RAPT Therapeutics, Inc.	05/24/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Rayonier Advanced Materials Inc.	05/17/2023	Management	1	Yes	Elect Director De Lyle W. Bloomquist	For	For	For	For	A vote FOR all director nominees is warranted.
Rayonier Advanced Materials Inc.	05/17/2023	Management	2	Yes	Elect Director Charles R. Eggert	For	For	For	For	A vote FOR all director nominees is warranted.
Rayonier Advanced Materials Inc.	05/17/2023	Management	3	Yes	Elect Director David C. Mariano	For	For	For	For	A vote FOR all director nominees is warranted.
Rayonier Advanced Materials Inc.	05/17/2023	Management	4	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Rayonier Advanced Materials Inc.	05/17/2023	Management	5	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Rayonier Advanced Materials Inc.	05/17/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received gross-ups related to relocation benefits.
Rayonier Advanced Materials Inc.	05/17/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Rayonier Advanced Materials Inc.	05/17/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
RBB Bancorp	06/09/2023	Management	1	Yes	Elect Director William Bennet	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	2	Yes	Elect Director James W. Kao	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	3	Yes	Elect Director Joyce Wong Lee	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	4	Yes	Elect Director Geraldine Pannu	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.

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RBB Bancorp	06/09/2023	Management	5	Yes	Elect Director Frank Wong	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	6	Yes	Elect Director Robert M. Franko	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	7	Yes	Elect Director Christina Kao	For	For	Withhold	Withhold	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	8	Yes	Elect Director Chuang-I (Christopher) Lin	For	For	Withhold	Withhold	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	9	Yes	Elect Director Scott Polakoff	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	10	Yes	Elect Director David R. Morris	For	For	For	For	WITHHOLD votes for Chuang-I (Christopher) Lin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Compensation Committee members Christina Kao and Chuang-I (Christopher) Lin are warranted as the board approved a new agreement in the past year that contains a single trigger provision. A vote FOR the remaining director nominees is warranted.
RBB Bancorp	06/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company recently entered into agreements that contain a single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The performance metrics for the company's long-term incentive plans are not disclosed.
RBB Bancorp	06/09/2023	Management	12	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
RE/MAX Holdings, Inc.	05/24/2023	Management	1	Yes	Elect Director Roger J. Dow	For	For	For	For	A vote FOR all director nominees is warranted.
RE/MAX Holdings, Inc.	05/24/2023	Management	2	Yes	Elect Director Norman K. Jenkins	For	For	For	For	A vote FOR all director nominees is warranted.
RE/MAX Holdings, Inc.	05/24/2023	Management	3	Yes	Elect Director Laura G. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.
RE/MAX Holdings, Inc.	05/24/2023	Management	4	Yes	Elect Director Katherine L. Scherping	For	For	For	For	A vote FOR all director nominees is warranted.
RE/MAX Holdings, Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
RE/MAX Holdings, Inc.	05/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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RE/MAX Holdings, Inc.	05/24/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.64 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
RE/MAX Holdings, Inc.	05/24/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Recursion Pharmaceuticals, Inc.	06/16/2023	Management	1	Yes	Elect Director Terry-Ann Burrell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Christopher (Chris) Gibson and Terry-Ann Burrell given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Recursion Pharmaceuticals, Inc.	06/16/2023	Management	2	Yes	Elect Director Christopher Gibson	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Christopher (Chris) Gibson and Terry-Ann Burrell given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Recursion Pharmaceuticals, Inc.	06/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Recursion Pharmaceuticals, Inc.	06/16/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Recursion Pharmaceuticals, Inc.	06/16/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Red Rock Resorts, Inc.	06/08/2023	Management	1	Yes	Elect Director Frank J. Fertitta, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for Nominating Committee chairman Robert Cashell Jr. are warranted for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee chair Robert Cashell Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Frank Fertitta III and Lorenzo Fertitta are warranted as their ownership of the supervoting shares provide them with voting power control of the company.

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Red Rock Resorts, Inc.	06/08/2023	Management	2	Yes	Elect Director Lorenzo J. Fertitta	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for Nominating Committee chairman Robert Cashell Jr. are warranted for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee chair Robert Cashell Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Frank Fertitta III and Lorenzo Fertitta are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Red Rock Resorts, Inc.	06/08/2023	Management	3	Yes	Elect Director Robert A. Cashell, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for Nominating Committee chairman Robert Cashell Jr. are warranted for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee chair Robert Cashell Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Frank Fertitta III and Lorenzo Fertitta are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Red Rock Resorts, Inc.	06/08/2023	Management	4	Yes	Elect Director Robert E. Lewis	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for Nominating Committee chairman Robert Cashell Jr. are warranted for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee chair Robert Cashell Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Frank Fertitta III and Lorenzo Fertitta are warranted as their ownership of the supervoting shares provide them with voting power control of the company.

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Red Rock Resorts, Inc.	06/08/2023	Management	5	Yes	Elect Director James E. Nave	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent audit committee members James Nave, Robert Cashell, Jr., and Robert Lewis are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy. WITHHOLD votes for Nominating Committee chairman Robert Cashell Jr. are warranted for failing to establish gender and racial/ethnic diversity on the board. WITHHOLD votes for Governance Committee chair Robert Cashell Jr. are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee members James Nave, Robert Cashell Jr., and Robert Lewis are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Frank Fertitta III and Lorenzo Fertitta are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Red Rock Resorts, Inc.	06/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. An NEO received a sizable equity grant that is not tied to any performance conditions. In addition, the total amount of perquisite compensation reported for the CEO is excessive, notably the CEO's home/personal security benefits, life insurance and executive medical perquisites.
Red Rock Resorts, Inc.	06/08/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Red Rock Resorts, Inc.	06/08/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Red Rock Resorts, Inc.	06/08/2023	Management	9	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Red Rock Resorts, Inc.	06/08/2023	Shareholder	10	Yes	Report on Board Diversity	Against	For	For	For	A vote FOR this proposal is warranted because the requested report would enable shareholders to assess the company's management of the risks and opportunities related to board diversity.
REGENXBIO Inc.	06/02/2023	Management	1	Yes	Elect Director Jean Bennett	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jean Bennett, as nominating committee member, for lack of racial diversity on the board and, as governance committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
REGENXBIO Inc.	06/02/2023	Management	2	Yes	Elect Director A.N. Jerry Karabelas	For	For	For	For	WITHHOLD votes are warranted for Jean Bennett, as nominating committee member, for lack of racial diversity on the board and, as governance committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.

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REGENXBIO Inc.	06/02/2023	Management	3	Yes	Elect Director Daniel Tasse	For	For	For	For	WITHHOLD votes are warranted for Jean Bennett, as nominating committee member, for lack of racial diversity on the board and, as governance committee member, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the remaining director nominees is warranted.
REGENXBIO Inc.	06/02/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
REGENXBIO Inc.	06/02/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Regional Management Corp.	05/18/2023	Management	1	Yes	Elect Director Philip V. Bancroft	For	For	For	For	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	2	Yes	Elect Director Robert W. Beck	For	For	For	For	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	3	Yes	Elect Director Jonathan D. Brown	For	For	For	For	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	4	Yes	Elect Director Roel C. Campos	For	For	Withhold	Withhold	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	5	Yes	Elect Director Maria Contreras-Sweet	For	For	For	For	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	6	Yes	Elect Director Michael R. Dunn	For	For	For	For	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	7	Yes	Elect Director Steven J. Freiberg	For	For	For	For	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	8	Yes	Elect Director Sandra K. Johnson	For	For	For	For	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	9	Yes	Elect Director Carlos Palomares	For	For	Withhold	Withhold	WITHHOLD votes for Carlos Palomares and Roel Campos are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regional Management Corp.	05/18/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Regional Management Corp.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Relay Therapeutics, Inc.	05/31/2023	Management	1	Yes	Elect Director Douglas S. Ingram	For	For	For	For	WITTHOLD votes are warranted for Governance Committee member Jami Rubin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Relay Therapeutics, Inc.	05/31/2023	Management	2	Yes	Elect Director Sekar Kathiresan	For	For	For	For	WITTHOLD votes are warranted for Governance Committee member Jami Rubin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Relay Therapeutics, Inc.	05/31/2023	Management	3	Yes	Elect Director Jami Rubin	For	Withhold	Withhold	Withhold	WITTHOLD votes are warranted for Governance Committee member Jami Rubin given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Relay Therapeutics, Inc.	05/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time
Relay Therapeutics, Inc.	05/31/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Relmada Therapeutics, Inc.	05/25/2023	Management	1	Yes	Elect Director Charles J. Casamento	For	Withhold	Withhold	Withhold	WITTHOLD votes are warranted for Governance Committee member Charles Casamento for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. WITTHOLD votes are further warranted for Charles Casamento, as a Nominating Committee member, for failing to establish racial or ethnic diversity on the board. A vote FOR Sergio Traversa is warranted.
Relmada Therapeutics, Inc.	05/25/2023	Management	2	Yes	Elect Director Sergio Traversa	For	For	For	For	WITTHOLD votes are warranted for Governance Committee member Charles Casamento for an ongoing material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. WITTHOLD votes are further warranted for Charles Casamento, as a Nominating Committee member, for failing to establish racial or ethnic diversity on the board. A vote FOR Sergio Traversa is warranted.
Relmada Therapeutics, Inc.	05/25/2023	Management	3	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Relmada Therapeutics, Inc.	05/25/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 33.88 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * Unvested time-based equity awards would automatically vest upon a change in control.
Renasant Corporation	04/25/2023	Management	1	Yes	Elect Director Gary D. Butler	For	For	For	For	WITTHOLD votes for non-independent nominees John Foy and Richard Heyer Jr. are warranted for lack of a majority independent board. WITTHOLD votes for John Foy and Richard Heyer Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Renasant Corporation	04/25/2023	Management	2	Yes	Elect Director Rose J. Flenori	For	For	For	For	WITTHOLD votes for non-independent nominees John Foy and Richard Heyer Jr. are warranted for lack of a majority independent board. WITTHOLD votes for John Foy and Richard Heyer Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Renasant Corporation	04/25/2023	Management	3	Yes	Elect Director John T. Foy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Foy and Richard Heyer Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Foy and Richard Heyer Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Renasant Corporation	04/25/2023	Management	4	Yes	Elect Director Richard L. Heyer, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Foy and Richard Heyer Jr. are warranted for lack of a majority independent board. WITHHOLD votes for John Foy and Richard Heyer Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Renasant Corporation	04/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Renasant Corporation	04/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Renasant Corporation	04/25/2023	Management	7	Yes	Ratify HORNE LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Repare Therapeutics Inc.	06/08/2023	Management	1	Yes	Elect Director Samarth Kulkarni	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Lloyd Segal, Samarth (Sam) Kulkarni, and Briggs Morrison given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Samarth (Sam) Kulkarni are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Briggs Morrison are warranted for serving as a director on more than four public company boards.
Repare Therapeutics Inc.	06/08/2023	Management	2	Yes	Elect Director Briggs Morrison	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Lloyd Segal, Samarth (Sam) Kulkarni, and Briggs Morrison given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Samarth (Sam) Kulkarni are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Briggs Morrison are warranted for serving as a director on more than four public company boards.
Repare Therapeutics Inc.	06/08/2023	Management	3	Yes	Elect Director Lloyd M. Segal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Lloyd Segal, Samarth (Sam) Kulkarni, and Briggs Morrison given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. WITHHOLD votes for Samarth (Sam) Kulkarni are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Briggs Morrison are warranted for serving as a director on more than four public company boards.
Repare Therapeutics Inc.	06/08/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, a vote FOR this proposal is warranted.
Repare Therapeutics Inc.	06/08/2023	Management	5	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Republic Bancorp, Inc.	04/20/2023	Management	1	Yes	Elect Director David P. Feaster	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	2	Yes	Elect Director Jennifer N. Green	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	3	Yes	Elect Director Heather V. Howell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Bancorp, Inc.	04/20/2023	Management	4	Yes	Elect Director Timothy S. Huval	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	5	Yes	Elect Director Ernest W. Marshall, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	6	Yes	Elect Director W. Patrick Mulloy, II	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.

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Republic Bancorp, Inc.	04/20/2023	Management	7	Yes	Elect Director George Nichols, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	8	Yes	Elect Director W. Kenneth Oyler, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	9	Yes	Elect Director Logan M. Pichel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.

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Republic Bancorp, Inc.	04/20/2023	Management	10	Yes	Elect Director Vidya Ravichandran	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	11	Yes	Elect Director Michael T. Rust	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	12	Yes	Elect Director Susan Stout Tamme	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.

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Republic Bancorp, Inc.	04/20/2023	Management	13	Yes	Elect Director A. Scott Trager	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	14	Yes	Elect Director Steven E. Trager	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	15	Yes	Elect Director Andrew Trager-Kusman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Republic Bancorp, Inc.	04/20/2023	Management	16	Yes	Elect Director Mark A. Vogt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Trager, David Feaster, William (Pat) Mulloy II, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager and Andrew Trager-Kusman are warranted for lack of a majority independent board. WITHHOLD votes for Michael Rust and Susan Tamme are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Steven Trager, Mark Vogt, David Feaster, Jennifer Green, Heather Howell, Timothy Huval, Ernest Marshall Jr., William (Pat) Mulloy II, George Nichols III, W. Kenneth Oyler III, Logan Pichel, Michael Rust, Susan Tamme, A. Scott Trager, and Andrew Trager-Kusman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Steven Trager and A. Scott Trager are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR Vidya Ravichandran is warranted.
Republic Bancorp, Inc.	04/20/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Republic Bancorp, Inc.	04/20/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Republic Bancorp, Inc.	04/20/2023	Management	19	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Resideo Technologies, Inc.	06/07/2023	Management	1	Yes	Elect Director Roger Fradin	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	2	Yes	Elect Director Jay Geldmacher	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	3	Yes	Elect Director Paul Deninger	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	4	Yes	Elect Director Cynthia Hostetler	For	For	Against	Against	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	5	Yes	Elect Director Brian Kushner	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	6	Yes	Elect Director Jack Lazar	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	7	Yes	Elect Director Nina Richardson	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	8	Yes	Elect Director Andrew Teich	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	9	Yes	Elect Director Sharon Wienbar	For	For	For	For	Votes AGAINST Cynthia Hostetler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Resideo Technologies, Inc.	06/07/2023	Management	10	Yes	Elect Director Kareem Yusuf	For	For	For	For	Votes AGAINST Cynthia Hostettler are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Resideo Technologies, Inc.	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Resideo Technologies, Inc.	06/07/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Resideo Technologies, Inc.	06/07/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Resideo Technologies, Inc.	06/07/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, the implementation of a severance policy that generally requires shareholder approval of outsized severance payments would mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
REV Group, Inc.	02/23/2023	Management	1	Yes	Elect Director Paul Bamatter	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Dino Cusumano for serving as a non-independent member of a key board committee WITHHOLD votes are warranted for Governance Committee member Paul Bamatter given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chairman Paul Bamatter for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Randall Swift is warranted.
REV Group, Inc.	02/23/2023	Management	2	Yes	Elect Director Dino Cusumano	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Dino Cusumano for serving as a non-independent member of a key board committee WITHHOLD votes are warranted for Governance Committee member Paul Bamatter given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chairman Paul Bamatter for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Randall Swift is warranted.
REV Group, Inc.	02/23/2023	Management	3	Yes	Elect Director Randall Swift	For	For	For	For	WITHHOLD votes are warranted for Dino Cusumano for serving as a non-independent member of a key board committee WITHHOLD votes are warranted for Governance Committee member Paul Bamatter given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee chairman Paul Bamatter for failing to establish gender and racial/ethnic diversity on the board. A vote FOR Randall Swift is warranted.
REV Group, Inc.	02/23/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
REV Group, Inc.	02/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Revolution Medicines, Inc.	06/08/2023	Management	1	Yes	Elect Director Alexis A. Borisy	For	Withhold	Withhold	Withhold	WITHHOLD votes for Barbara Weber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Alexis Borisy are warranted for serving as a director on more than four public company boards. WITHHOLD vote for incumbent Governance Committee members Alexis Borisy and Barbara Weber are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Mark A. Goldsmith is warranted.
Revolution Medicines, Inc.	06/08/2023	Management	2	Yes	Elect Director Mark A. Goldsmith	For	For	For	For	WITHHOLD votes for Barbara Weber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Alexis Borisy are warranted for serving as a director on more than four public company boards. WITHHOLD vote for incumbent Governance Committee members Alexis Borisy and Barbara Weber are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Mark A. Goldsmith is warranted.
Revolution Medicines, Inc.	06/08/2023	Management	3	Yes	Elect Director Barbara Weber	For	Withhold	Withhold	Withhold	WITHHOLD votes for Barbara Weber are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Alexis Borisy are warranted for serving as a director on more than four public company boards. WITHHOLD vote for incumbent Governance Committee members Alexis Borisy and Barbara Weber are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Mark A. Goldsmith is warranted.
Revolution Medicines, Inc.	06/08/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Revolution Medicines, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
REX American Resources Corporation	06/15/2023	Management	1	Yes	Elect Director Stuart A. Rose	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
REX American Resources Corporation	06/15/2023	Management	2	Yes	Elect Director Zafar A. Rizvi	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.
REX American Resources Corporation	06/15/2023	Management	3	Yes	Elect Director Edward M. Kress	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.
REX American Resources Corporation	06/15/2023	Management	4	Yes	Elect Director David S. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.
REX American Resources Corporation	06/15/2023	Management	5	Yes	Elect Director Charles A. Elcan	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.
REX American Resources Corporation	06/15/2023	Management	6	Yes	Elect Director Mervyn L. Alphonso	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
REX American Resources Corporation	06/15/2023	Management	7	Yes	Elect Director Lee I. Fisher	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.
REX American Resources Corporation	06/15/2023	Management	8	Yes	Elect Director Anne C. MacMillan	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.
REX American Resources Corporation	06/15/2023	Management	9	Yes	Elect Director Cheryl L. Bustos	For	For	For	For	Votes AGAINST non-independent nominees Stuart Rose, Zafar Rizvi, David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Edward Kress are warranted for lack of a majority independent board. Votes AGAINST David Harris, Mervyn Alphonso, Charles Elcan and Lee Fisher are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent Audit Committee members David Harris, Mervyn Alphonso, Charles Elcan, Lee Fisher and Anne MacMillan are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Cheryl (Cheri) Bustos is warranted.
REX American Resources Corporation	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
REX American Resources Corporation	06/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Reynolds Consumer Products Inc.	04/26/2023	Management	1	Yes	Elect Director Marla Gottschalk	For	For	For	For	WITHHOLD votes for non-independent nominee Lance Mitchell are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Richard Noll for the lack of racial or ethnic diversity on the board. WITHHOLD votes are also warranted for Governance Committee member Richard Noll given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Marla Gottschalk is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Reynolds Consumer Products Inc.	04/26/2023	Management	2	Yes	Elect Director Lance Mitchell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Lance Mitchell are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Richard Noll for the ack of racial or ethnic diversity on the board. WITHHOLD votes are also warranted for Governance Committee member Richard Noll given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Marla Gottschalk is warranted.
Reynolds Consumer Products Inc.	04/26/2023	Management	3	Yes	Elect Director Richard Noll	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Lance Mitchell are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Richard Noll for the ack of racial or ethnic diversity on the board. WITHHOLD votes are also warranted for Governance Committee member Richard Noll given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Marla Gottschalk is warranted.
Reynolds Consumer Products Inc.	04/26/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reynolds Consumer Products Inc.	04/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
RGC Resources, Inc.	01/23/2023	Management	1	Yes	Elect Director Nancy Howell Agee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nancy Agee and J. Allen Layman are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Rob) Johnston are warranted for serving as a director on more than four public company boards. A vote FOR Jacqueline L. Archer is warranted.
RGC Resources, Inc.	01/23/2023	Management	2	Yes	Elect Director Jacqueline L. Archer	For	For	For	For	WITHHOLD votes for non-independent nominees Nancy Agee and J. Allen Layman are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Rob) Johnston are warranted for serving as a director on more than four public company boards. A vote FOR Jacqueline L. Archer is warranted.
RGC Resources, Inc.	01/23/2023	Management	3	Yes	Elect Director Robert B. Johnston	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nancy Agee and J. Allen Layman are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Rob) Johnston are warranted for serving as a director on more than four public company boards. A vote FOR Jacqueline L. Archer is warranted.
RGC Resources, Inc.	01/23/2023	Management	4	Yes	Elect Director J. Allen Layman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nancy Agee and J. Allen Layman are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Robert (Rob) Johnston are warranted for serving as a director on more than four public company boards. A vote FOR Jacqueline L. Archer is warranted.
RGC Resources, Inc.	01/23/2023	Management	5	Yes	Ratify Brown, Edwards & Company, L.L.P. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.

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RGC Resources, Inc.	01/23/2023	Management	6	Yes	Amend Non-Employee Director Stock Awards in Lieu of Cash	For	For	For	For	A vote FOR this proposal is warranted. The voting power dilution from this plan is reasonable. By paying directors a greater portion of their compensation in stock rather than cash, their interests may be more closely aligned with those of shareholders.
RGC Resources, Inc.	01/23/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
RGC Resources, Inc.	01/23/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RH	06/29/2023	Management	1	Yes	Elect Director Hilary Krane	For	For	For	For	A vote FOR all director nominees is warranted.
RH	06/29/2023	Management	2	Yes	Elect Director Katie Mitic	For	For	For	For	A vote FOR all director nominees is warranted.
RH	06/29/2023	Management	3	Yes	Elect Director Ali Rowghani	For	For	For	For	A vote FOR all director nominees is warranted.
RH	06/29/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
RH	06/29/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
RH	06/29/2023	Shareholder	6	Yes	Report on Procurement of Down Feathers from the Company's Suppliers	Against	Against	For	For	A vote FOR this resolution is warranted, as additional disclosure on the company's sourcing of down feathers would provide greater assurance to shareholders on whether the company and its suppliers are in compliance with applicable animal welfare laws, and enable them to better assess how the company is evaluating and managing related risks.
Rhythm Pharmaceuticals, Inc.	06/21/2023	Management	1	Yes	Elect Director Camille L. Bedrosian	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Camille Bedrosian and David McGirr are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee David Meeker is warranted.
Rhythm Pharmaceuticals, Inc.	06/21/2023	Management	2	Yes	Elect Director David W.J. McGirr	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Camille Bedrosian and David McGirr are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee David Meeker is warranted.
Rhythm Pharmaceuticals, Inc.	06/21/2023	Management	3	Yes	Elect Director David P. Meeker	For	For	For	For	WITHHOLD votes for Governance Committee members Camille Bedrosian and David McGirr are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee David Meeker is warranted.
Rhythm Pharmaceuticals, Inc.	06/21/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rhythm Pharmaceuticals, Inc.	06/21/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Riley Exploration Permian, Inc.	04/21/2023	Management	1	Yes	Elect Director Brent Arriaga	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Brent Arriaga, Rebecca (Becky) Bayless and E. Wayne Nordberg are warranted due to the company's problematic compensation practices. A vote FOR the remaining director nominees is warranted.

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Riley Exploration Permian, Inc.	04/21/2023	Management	2	Yes	Elect Director Rebecca Bayless	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Brent Arriaga, Rebecca (Becky) Bayless and E. Wayne Nordberg are warranted due to the company's problematic compensation practices. A vote FOR the remaining director nominees is warranted.
Riley Exploration Permian, Inc.	04/21/2023	Management	3	Yes	Elect Director Beth di Santo	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Brent Arriaga, Rebecca (Becky) Bayless and E. Wayne Nordberg are warranted due to the company's problematic compensation practices. A vote FOR the remaining director nominees is warranted.
Riley Exploration Permian, Inc.	04/21/2023	Management	4	Yes	Elect Director Bryan H. Lawrence	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Brent Arriaga, Rebecca (Becky) Bayless and E. Wayne Nordberg are warranted due to the company's problematic compensation practices. A vote FOR the remaining director nominees is warranted.
Riley Exploration Permian, Inc.	04/21/2023	Management	5	Yes	Elect Director E. Wayne Nordberg	For	For	Withhold	Withhold	WITHHOLD votes for incumbent compensation committee members Brent Arriaga, Rebecca (Becky) Bayless and E. Wayne Nordberg are warranted due to the company's problematic compensation practices. A vote FOR the remaining director nominees is warranted.
Riley Exploration Permian, Inc.	04/21/2023	Management	6	Yes	Elect Director Bobby D. Riley	For	For	For	For	WITHHOLD votes for incumbent compensation committee members Brent Arriaga, Rebecca (Becky) Bayless and E. Wayne Nordberg are warranted due to the company's problematic compensation practices. A vote FOR the remaining director nominees is warranted.
Riley Exploration Permian, Inc.	04/21/2023	Management	7	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Riley Exploration Permian, Inc.	04/21/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of stock options. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Rimini Street, Inc.	06/07/2023	Management	1	Yes	Elect Director Seth A. Ravin	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Steven (Steve) Capelli and Jay Snyder given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Steven (Steve) Capelli for lack of racial/ethnic diversity on the board.
Rimini Street, Inc.	06/07/2023	Management	2	Yes	Elect Director Steven Capelli	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Steven (Steve) Capelli and Jay Snyder given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Steven (Steve) Capelli for lack of racial/ethnic diversity on the board.
Rimini Street, Inc.	06/07/2023	Management	3	Yes	Elect Director Jay Snyder	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Steven (Steve) Capelli and Jay Snyder given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Steven (Steve) Capelli for lack of racial/ethnic diversity on the board.

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Rimini Street, Inc.	06/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rimini Street, Inc.	06/07/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	1	Yes	Elect Director Erik Olsson	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	2	Yes	Elect Director Ann Fandozzi	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	3	Yes	Elect Director Brian Bales	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	4	Yes	Elect Director William (Bill) Breslin	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	5	Yes	Elect Director Adam DeWitt	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	6	Yes	Elect Director Robert George Elton	For	For	Against	Against	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	7	Yes	Elect Director Lisa Hook	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	8	Yes	Elect Director Timothy O'Day	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	9	Yes	Elect Director Sarah Raiss	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	10	Yes	Elect Director Michael Sieger	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	11	Yes	Elect Director Jeffrey C. Smith	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	12	Yes	Elect Director Carol M. Stephenson	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	13	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	16	Yes	Approve Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	17	Yes	Change Company Name to RB Global, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
RLI Corp.	05/04/2023	Management	1	Yes	Elect Director Kaj Ahlmann	For	For	Against	Against	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	2	Yes	Elect Director Michael E. Angelina	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	3	Yes	Elect Director David B. Duclos	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	4	Yes	Elect Director Susan S. Fleming	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	5	Yes	Elect Director Jordan W. Graham	For	For	Against	Against	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	6	Yes	Elect Director Craig W. Kliethermes	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	7	Yes	Elect Director Paul B. Medini	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	8	Yes	Elect Director Jonathan E. Michael	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	9	Yes	Elect Director Robert P. Restrepo, Jr.	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	10	Yes	Elect Director Debbie S. Roberts	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	11	Yes	Elect Director Michael J. Stone	For	For	For	For	Votes AGAINST Kaj Ahlmann and Jordan Graham are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
RLI Corp.	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
RLI Corp.	05/04/2023	Management	13	Yes	Amend Certificate of Incorporation to Include Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
RLI Corp.	05/04/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
RLI Corp.	05/04/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	1	Yes	Elect Director Elisabeth Bjork	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	2	Yes	Elect Director Carsten Boess	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	3	Yes	Elect Director Pedro Granadillo	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	4	Yes	Elect Director Gotham Makker	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	5	Yes	Elect Director Fady Malik	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	6	Yes	Elect Director Gaurav D. Shah	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	7	Yes	Elect Director David P. Southwell	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	8	Yes	Elect Director Roderick Wong	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	9	Yes	Elect Director Naveen Yalamanchi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee Chair Naveen Yalamanchi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	10	Yes	Ratify EisnerAmper LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rocky Brands, Inc.	06/07/2023	Management	1	Yes	Elect Director Mike Brooks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jason Brooks and Mike Brooks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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Rocky Brands, Inc.	06/07/2023	Management	2	Yes	Elect Director Jason Brooks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jason Brooks and Mike Brooks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/07/2023	Management	3	Yes	Elect Director Robyn R. Hahn	For	For	For	For	WITHHOLD votes for non-independent nominees Jason Brooks and Mike Brooks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/07/2023	Management	4	Yes	Elect Director Tracie A. Winbigler	For	For	For	For	WITHHOLD votes for non-independent nominees Jason Brooks and Mike Brooks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/07/2023	Management	5	Yes	Elect Director Dwight E. Smith	For	For	For	For	WITHHOLD votes for non-independent nominees Jason Brooks and Mike Brooks are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Rocky Brands, Inc.	06/07/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rocky Brands, Inc.	06/07/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rocky Brands, Inc.	06/07/2023	Management	8	Yes	Ratify Schneider Downs & Co., Inc. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rogers Corporation	05/04/2023	Management	1	Yes	Elect Director Keith L. Barnes	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	2	Yes	Elect Director Larry L. Berger	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	3	Yes	Elect Director Megan Faust	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	4	Yes	Elect Director R. Colin Gouveia	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	5	Yes	Elect Director Armand F. Lauzon, Jr.	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	6	Yes	Elect Director Ganesh Moorthy	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	7	Yes	Elect Director Jeffrey J. Owens	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	8	Yes	Elect Director Anne K. Roby	For	For	For	For	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	9	Yes	Elect Director Peter C. Wallace	For	For	Withhold	Withhold	WITHHOLD votes for Peter Wallace are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rogers Corporation	05/04/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rogers Corporation	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Rogers Corporation	05/04/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rush Enterprises, Inc.	05/16/2023	Management	1	Yes	Elect Director W.M. "Rusty" Rush	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Thomas Akin, William Cary, Kennon Guglielmo, and Elaine Mendoza are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for governance committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Rush Enterprises, Inc.	05/16/2023	Management	2	Yes	Elect Director Thomas A. Akin	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Thomas Akin, William Cary, Kennon Guglielmo, and Elaine Mendoza are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for governance committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Rush Enterprises, Inc.	05/16/2023	Management	3	Yes	Elect Director Raymond J. Chess	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Thomas Akin, William Cary, Kennon Guglielmo, and Elaine Mendoza are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for governance committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Rush Enterprises, Inc.	05/16/2023	Management	4	Yes	Elect Director William H. Cary	For	For	For	For	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Thomas Akin, William Cary, Kennon Guglielmo, and Elaine Mendoza are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for governance committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.

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Rush Enterprises, Inc.	05/16/2023	Management	5	Yes	Elect Director Kennon H. Guglielmo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Thomas Akin, William Cary, Kennon Guglielmo, and Elaine Mendoza are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for governance committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Rush Enterprises, Inc.	05/16/2023	Management	6	Yes	Elect Director Elaine Mendoza	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Thomas Akin, William Cary, Kennon Guglielmo, and Elaine Mendoza are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for governance committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Rush Enterprises, Inc.	05/16/2023	Management	7	Yes	Elect Director Troy A. Clarke	For	Withhold	Withhold	Withhold	WITHHOLD votes for Thomas Akin are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Thomas Akin, William Cary, Kennon Guglielmo, and Elaine Mendoza are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for governance committee members Raymond Chess, Troy Clarke, Kennon Guglielmo, and Elaine Mendoza are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes FOR the remaining nominees are warranted.
Rush Enterprises, Inc.	05/16/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.21 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Rush Enterprises, Inc.	05/16/2023	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Rush Enterprises, Inc.	05/16/2023	Management	10	Yes	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.
Rush Enterprises, Inc.	05/16/2023	Management	11	Yes	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the proposed increase in the Class B common stock authorization would perpetuate the company's dual-class structure with disparate voting rights. Further, the size of the proposed increase in authorized common shares is excessive.
Rush Enterprises, Inc.	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.

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Rush Enterprises, Inc.	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rush Enterprises, Inc.	05/16/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	1	Yes	Elect Director Giannella Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	2	Yes	Elect Director Mary L. Baglivo	For	For	For	For	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	3	Yes	Elect Director Carla R. Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	4	Yes	Elect Director Cheryl J. Henry	For	For	Against	Against	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	5	Yes	Elect Director Stephen M. King	For	For	For	For	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	6	Yes	Elect Director Michael P. O'Donnell	For	For	Against	Against	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	7	Yes	Elect Director Marie L. Perry	For	For	For	For	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ruth's Hospitality Group, Inc.	05/23/2023	Management	8	Yes	Elect Director Robin P. Selati	For	For	Against	Against	Votes AGAINST non-independent nominees Cheryl Henry, Robin Selati, Carla Cooper, and Michael O'Donnell are warranted for lack of a majority independent board. Votes AGAINST Robin Selati and Carla Cooper are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ruth's Hospitality Group, Inc.	05/23/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RVL Pharmaceuticals Plc	06/15/2023	Management	1	Yes	Elect Director Brian Markison	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	2	Yes	Elect Director Joaquin Benes	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	3	Yes	Elect Director David Burgstahler	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	4	Yes	Elect Director Gregory L. Cowan	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	5	Yes	Elect Director Michael DeBlasi	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	6	Yes	Elect Director Alisa Lask	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	7	Yes	Elect Director Sriram Venkataraman	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	8	Yes	Elect Director Juan Vergez	For	For	For	For	A vote FOR the director nominees is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors and Authorise Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
RVL Pharmaceuticals Plc	06/15/2023	Management	10	Yes	Approve the Waiver of Rule 9 of the Takeover Code	For	For	For	For	A vote FOR this resolution is warranted although it is not without concern for shareholders because: * The Concert Party's shareholdings may increase from 50.82 percent to 63.13 percent, raising concerns over creeping control of the company. The main reasons for support are: * The passing of this resolution will enable the Company to conduct capital raising which will support the Company's business plans. * The Company has clearly explained the background and rationale for the proposal.
RVL Pharmaceuticals Plc	06/15/2023	Management	11	Yes	Authorize Issuance of Equity without Pre-emptive Rights	For	Against	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
RVL Pharmaceuticals Plc	06/15/2023	Management	12	Yes	Authorize Issue of Equity	For	Against	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
RXO, Inc.	05/23/2023	Management	1	Yes	Elect Director Drew Wilkerson	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/23/2023	Management	2	Yes	Elect Director Stephen Renna	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/23/2023	Management	3	Yes	Elect Director Thomas Szlosek	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/23/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
RXO, Inc.	05/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
RXO, Inc.	05/23/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ryder System, Inc.	05/05/2023	Management	1	Yes	Elect Director Robert J. Eck	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	2	Yes	Elect Director Robert A. Hagemann	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ryder System, Inc.	05/05/2023	Management	3	Yes	Elect Director Michael F. Hilton	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	4	Yes	Elect Director Tamara L. Lundgren	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	5	Yes	Elect Director Luis P. Nieto, Jr.	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	6	Yes	Elect Director David G. Nord	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	7	Yes	Elect Director Robert E. Sanchez	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	8	Yes	Elect Director Abbie J. Smith	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	9	Yes	Elect Director E. Follin Smith	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	10	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	11	Yes	Elect Director Charles M. Swoboda	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ryder System, Inc.	05/05/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ryder System, Inc.	05/05/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ryder System, Inc.	05/05/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ryder System, Inc.	05/05/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ryerson Holding Corporation	04/26/2023	Management	1	Yes	Elect Director Kirk K. Calhoun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Eddie) Lehner and Jacob Kotzubei are warranted for lack of a majority independent board. WITHHOLD votes for Jacob Kotzubei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Jacob Kotzubei are further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent director nominees Kirk Calhoun, Jacob Kotzubei, and Edward (Eddie) Lehner are warranted for (I) lack of racial/ethnic diversity on the board and (II) failure to remove, or subject to a sunset requirement the classified board structure which adversely impact shareholder rights.
Ryerson Holding Corporation	04/26/2023	Management	2	Yes	Elect Director Jacob Kotzubei	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Eddie) Lehner and Jacob Kotzubei are warranted for lack of a majority independent board. WITHHOLD votes for Jacob Kotzubei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Jacob Kotzubei are further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent director nominees Kirk Calhoun, Jacob Kotzubei, and Edward (Eddie) Lehner are warranted for (I) lack of racial/ethnic diversity on the board and (II) failure to remove, or subject to a sunset requirement the classified board structure which adversely impact shareholder rights.
Ryerson Holding Corporation	04/26/2023	Management	3	Yes	Elect Director Edward J. Lehner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Eddie) Lehner and Jacob Kotzubei are warranted for lack of a majority independent board. WITHHOLD votes for Jacob Kotzubei are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Jacob Kotzubei are further warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. WITHHOLD votes for incumbent director nominees Kirk Calhoun, Jacob Kotzubei, and Edward (Eddie) Lehner are warranted for (I) lack of racial/ethnic diversity on the board and (II) failure to remove, or subject to a sunset requirement the classified board structure which adversely impact shareholder rights.
Ryerson Holding Corporation	04/26/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ryerson Holding Corporation	04/26/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
S&T Bancorp, Inc.	05/16/2023	Management	1	Yes	Elect Director Lewis W. Adkins, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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S&T Bancorp, Inc.	05/16/2023	Management	2	Yes	Elect Director David G. Antolik	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	3	Yes	Elect Director Peter R. Barsz	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	4	Yes	Elect Director Christina A. Cassotis	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	5	Yes	Elect Director Michael J. Donnelly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	6	Yes	Elect Director Jeffrey D. Grube	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	7	Yes	Elect Director William J. Hieb	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	8	Yes	Elect Director Christopher J. McComish	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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S&T Bancorp, Inc.	05/16/2023	Management	9	Yes	Elect Director Frank J. Palermo, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	10	Yes	Elect Director Christine J. Toretta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	11	Yes	Elect Director Steven J. Weingarten	For	For	For	For	WITHHOLD votes for non-independent nominees Christine Toretta, Christopher (Chris) McComish, David Antolik, Michael Donnelly, Jeffrey Grube and William Hieb are warranted for lack of a majority independent board. WITHHOLD votes for Michael Donnelly and Jeffrey Grube are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&T Bancorp, Inc.	05/16/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
S&T Bancorp, Inc.	05/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Safeguard Scientifics, Inc.	05/24/2023	Management	1	Yes	Elect Director Ross D. DeMont	For	For	For	For	A vote FOR all director nominees is warranted.
Safeguard Scientifics, Inc.	05/24/2023	Management	2	Yes	Elect Director Russell D. Glass	For	For	For	For	A vote FOR all director nominees is warranted.
Safeguard Scientifics, Inc.	05/24/2023	Management	3	Yes	Elect Director Joseph M. Manko, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Safeguard Scientifics, Inc.	05/24/2023	Management	4	Yes	Elect Director Beth S. Michelson	For	For	For	For	A vote FOR all director nominees is warranted.
Safeguard Scientifics, Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Safeguard Scientifics, Inc.	05/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Safeguard Scientifics, Inc.	05/24/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Safety Insurance Group, Inc.	05/17/2023	Management	1	Yes	Elect Director John D. Farina	For	For	For	For	A vote FOR all director nominees is warranted.
Safety Insurance Group, Inc.	05/17/2023	Management	2	Yes	Elect Director Thalia M. Meehan	For	For	For	For	A vote FOR all director nominees is warranted.
Safety Insurance Group, Inc.	05/17/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Safety Insurance Group, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Safety Insurance Group, Inc.	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Saga Communications, Inc.	05/08/2023	Management	1	Yes	Elect Director Clarke R. Brown, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.
Saga Communications, Inc.	05/08/2023	Management	2	Yes	Elect Director Timothy J. Clarke	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.
Saga Communications, Inc.	05/08/2023	Management	3	Yes	Elect Director Roy F. Coppedge, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Saga Communications, Inc.	05/08/2023	Management	4	Yes	Elect Director Christopher S. Forgy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.
Saga Communications, Inc.	05/08/2023	Management	5	Yes	Elect Director Warren S. Lada	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.
Saga Communications, Inc.	05/08/2023	Management	6	Yes	Elect Director Marcia K. Lobaito	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.

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Saga Communications, Inc.	05/08/2023	Management	7	Yes	Elect Director Michael W. Schechter	For	For	For	For	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.
Saga Communications, Inc.	05/08/2023	Management	8	Yes	Elect Director Gary G. Stevens	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Warren Lada, Christopher (Chris) Forgy, Clarke Brown Jr., Marcia Lobaito and Gary Stevens are warranted for lack of a majority independent board. WITHHOLD votes for Clarke Brown Jr. and Gary Stevens are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent director nominees Marcia Lobaito, Warren Lada, Clarke Brown Jr., Timothy Clarke, Roy Coppedge III, and Gary Stevens are warranted for failure to address the lack of majority support for the re-election of Roy Coppedge III at last year's annual meeting. WITHHOLD votes for Compensation Committee members Clarke Brown Jr., Roy Coppedge III and Gary Stevens are warranted given that the company entered into a new employment agreement with the new CEO without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement. A vote FOR Michael W. Schechter is warranted.
Saga Communications, Inc.	05/08/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Saga Communications, Inc.	05/08/2023	Management	10	Yes	Ratify UHY LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Saga Communications, Inc.	05/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Support for this proposal is not warranted given that the company entered into a new employment agreement with new CEO Christopher Forgy, without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement.
Saga Communications, Inc.	05/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sage Therapeutics, Inc.	06/15/2023	Management	1	Yes	Elect Director Michael F. Cola	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) Cola, Barry Greene, and Jeffrey (Jeff) Jonas for failing to establish racial/ethnic diversity on the board and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Jessica J. Federer is warranted.

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Sage Therapeutics, Inc.	06/15/2023	Management	2	Yes	Elect Director Barry E. Greene	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) Cola, Barry Greene, and Jeffrey (Jeff) Jonas for failing to establish racial/ethnic diversity on the board and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Jessica J. Federer is warranted.
Sage Therapeutics, Inc.	06/15/2023	Management	3	Yes	Elect Director Jeffrey M. Jonas	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) Cola, Barry Greene, and Jeffrey (Jeff) Jonas for failing to establish racial/ethnic diversity on the board and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Jessica J. Federer is warranted.
Sage Therapeutics, Inc.	06/15/2023	Management	4	Yes	Elect Director Jessica J. Federer	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Michael (Mike) Cola, Barry Greene, and Jeffrey (Jeff) Jonas for failing to establish racial/ethnic diversity on the board and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR Jessica J. Federer is warranted.
Sage Therapeutics, Inc.	06/15/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sage Therapeutics, Inc.	06/15/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated adequate responsiveness to last year's low support for the say-on-pay proposal. Nevertheless, there are ongoing concerns that underscore the quantitative pay-for-performance misalignment. While it is noted that CEO total pay declined, and certain positive changes will be made in FY23, significant concerns remain surrounding disclosures and the structure of its incentive programs. Specifically, in the LTI, while it is noted that the company increased the proportion of PSUs, the company provides limited disclosure surrounding quantifiable targets for certain milestones to be achieved. Further, the proxy does not disclose a timeframe under which the milestones must be achieved. In addition, concerns remain in STI, as the award is based on goals that are generally described in qualitative or vague terms, which inhibits shareholders' ability to fully assess the rigor of the program and the pay-for-performance linkage.
Sage Therapeutics, Inc.	06/15/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Saia, Inc.	04/27/2023	Management	1	Yes	Elect Director Donna E. Epps	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/27/2023	Management	2	Yes	Elect Director John P. Gainor, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/27/2023	Management	3	Yes	Elect Director Kevin A. Henry	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/27/2023	Management	4	Yes	Elect Director Frederick J. Holzgrefe, III	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/27/2023	Management	5	Yes	Elect Director Donald R. James	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/27/2023	Management	6	Yes	Elect Director Randolph W. Melville	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/27/2023	Management	7	Yes	Elect Director Richard D. O'Dell	For	For	For	For	A vote FOR the director nominees is warranted.
Saia, Inc.	04/27/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Saia, Inc.	04/27/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Saia, Inc.	04/27/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sally Beauty Holdings, Inc.	01/26/2023	Management	1	Yes	Elect Director Rachel R. Bishop	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	2	Yes	Elect Director Jeffrey Boyer	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	3	Yes	Elect Director Diana S. Ferguson	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	4	Yes	Elect Director Dorlisa K. Flur	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	5	Yes	Elect Director James M. Head	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	6	Yes	Elect Director Linda Heasley	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	7	Yes	Elect Director Lawrence "Chip" P. Molloy	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	8	Yes	Elect Director Erin Nealy Cox	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	9	Yes	Elect Director Denise Paulonis	For	For	For	For	A vote FOR the director nominees is warranted as no significant issues have been identified at this time.
Sally Beauty Holdings, Inc.	01/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.
Sally Beauty Holdings, Inc.	01/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sally Beauty Holdings, Inc.	01/26/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SandRidge Energy, Inc.	06/14/2023	Management	1	Yes	Elect Director Jaffrey "Jay" A. Firestone	For	For	For	For	A vote AGAINST Nominating Committee chair John (Jack) Lipinski is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/14/2023	Management	2	Yes	Elect Director Jonathan Frates	For	For	For	For	A vote AGAINST Nominating Committee chair John (Jack) Lipinski is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/14/2023	Management	3	Yes	Elect Director John "Jack" Lipinski	For	Against	Against	Against	A vote AGAINST Nominating Committee chair John (Jack) Lipinski is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/14/2023	Management	4	Yes	Elect Director Randolph C. Read	For	For	For	For	A vote AGAINST Nominating Committee chair John (Jack) Lipinski is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/14/2023	Management	5	Yes	Elect Director Nancy Dunlap	For	For	For	For	A vote AGAINST Nominating Committee chair John (Jack) Lipinski is warranted for failing to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SandRidge Energy, Inc.	06/14/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
SandRidge Energy, Inc.	06/14/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
SandRidge Energy, Inc.	06/14/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	1	Yes	Elect Director Mark E. Friis	For	For	Against	Against	Votes AGAINST Mark Friis, Pamela Little, and Craig Ruppert are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.

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Sandy Spring Bancorp, Inc.	05/24/2023	Management	2	Yes	Elect Director Brian J. Lemek	For	For	For	For	Votes AGAINST Mark Friis, Pamela Little, and Craig Ruppert are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	3	Yes	Elect Director Pamela A. Little	For	For	Against	Against	Votes AGAINST Mark Friis, Pamela Little, and Craig Ruppert are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	4	Yes	Elect Director Craig A. Ruppert	For	For	Against	Against	Votes AGAINST Mark Friis, Pamela Little, and Craig Ruppert are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	5	Yes	Elect Director Kenneth C. Cook	For	For	For	For	Votes AGAINST Mark Friis, Pamela Little, and Craig Ruppert are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining director nominees are warranted.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	7	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sandy Spring Bancorp, Inc.	05/24/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sangamo Therapeutics, Inc.	06/01/2023	Management	1	Yes	Elect Director Courtney Beers	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	2	Yes	Elect Director Robert F. Carey	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	3	Yes	Elect Director Kenneth J. Hillan	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	4	Yes	Elect Director Margaret A. Horn	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	5	Yes	Elect Director Alexander D. Macrae	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.

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Sangamo Therapeutics, Inc.	06/01/2023	Management	6	Yes	Elect Director John H. Markels	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	7	Yes	Elect Director James R. Meyers	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	8	Yes	Elect Director H. Stewart Parker	For	Against	Against	Against	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	9	Yes	Elect Director Karen L. Smith	For	For	For	For	A vote AGAINST H. Stewart Parker is warranted, as Governance Committee chair, due to the board's unilateral adoption of an exclusive forum bylaw and, as Nominating Committee chair, for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sangamo Therapeutics, Inc.	06/01/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sangamo Therapeutics, Inc.	06/01/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.20 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sangamo Therapeutics, Inc.	06/01/2023	Management	13	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted.
Sangamo Therapeutics, Inc.	06/01/2023	Management	14	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Sangamo Therapeutics, Inc.	06/01/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sanmina Corporation	03/13/2023	Management	1	Yes	Elect Director Jure Sola	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/13/2023	Management	2	Yes	Elect Director Eugene A. Delaney	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/13/2023	Management	3	Yes	Elect Director John P. Goldsberry	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sanmina Corporation	03/13/2023	Management	4	Yes	Elect Director David V. Hedley, III	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/13/2023	Management	5	Yes	Elect Director Susan A. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/13/2023	Management	6	Yes	Elect Director Joseph G. Licata, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/13/2023	Management	7	Yes	Elect Director Krish Prabhu	For	For	For	For	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/13/2023	Management	8	Yes	Elect Director Mario M. Rosati	For	For	Against	Against	Votes AGAINST non-independent nominees Jure Sola, John Goldsberry, Joseph Licata Jr. and Mario Rosati are warranted for lack of a majority independent board. Votes AGAINST John Goldsberry, Joseph Licata Jr. and Mario Rosati are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sanmina Corporation	03/13/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sanmina Corporation	03/13/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sanmina Corporation	03/13/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SB Financial Group, Inc.	04/19/2023	Management	1	Yes	Elect Director Timothy L. Claxton	For	For	For	For	WITHHOLD votes for non-independent nominees Gaylyn Finn and Rita Kissner are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Timothy L. Claxton is warranted.
SB Financial Group, Inc.	04/19/2023	Management	2	Yes	Elect Director Gaylyn J. Finn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gaylyn Finn and Rita Kissner are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Timothy L. Claxton is warranted.
SB Financial Group, Inc.	04/19/2023	Management	3	Yes	Elect Director Rita A. Kissner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gaylyn Finn and Rita Kissner are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR Timothy L. Claxton is warranted.
SB Financial Group, Inc.	04/19/2023	Management	4	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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SB Financial Group, Inc.	04/19/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
ScanSource, Inc.	01/26/2023	Management	1	Yes	Elect Director Michael L. Baur	For	For	For	For	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	2	Yes	Elect Director Peter C. Browning	For	For	For	For	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	3	Yes	Elect Director Frank E. Emory, Jr.	For	For	For	For	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	4	Yes	Elect Director Charles A. Mathis	For	For	For	For	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	5	Yes	Elect Director Dorothy F. Ramoneda	For	For	For	For	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	6	Yes	Elect Director Jeffrey R. Rodek	For	For	For	For	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	7	Yes	Elect Director Elizabeth O. Temple	For	For	For	For	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	8	Yes	Elect Director Charles R. Whitchurch	For	For	Against	Against	Votes AGAINST Charles Whitchurch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ScanSource, Inc.	01/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
ScanSource, Inc.	01/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ScanSource, Inc.	01/26/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/24/2023	Management	1	Yes	Elect Director Jyoti Chopra	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/24/2023	Management	2	Yes	Elect Director James R. Giertz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	3	Yes	Elect Director Robert W. Grubbs	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	4	Yes	Elect Director Robert M. Knight, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/24/2023	Management	5	Yes	Elect Director Therese A. Koller	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	6	Yes	Elect Director Mark B. Rourke	For	For	For	For	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	7	Yes	Elect Director John A. Swainson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.

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Schneider National, Inc.	04/24/2023	Management	8	Yes	Elect Director James L. Welch	For	For	For	For	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	9	Yes	Elect Director Kathleen M. Zimmermann	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Schnitzer Steel Industries, Inc.	01/25/2023	Management	1	Yes	Elect Director Gregory R. Friedman	For	For	For	For	A vote FOR the director nominees is warranted.
Schnitzer Steel Industries, Inc.	01/25/2023	Management	2	Yes	Elect Director Tamara L. Lundgren	For	For	For	For	A vote FOR the director nominees is warranted.
Schnitzer Steel Industries, Inc.	01/25/2023	Management	3	Yes	Elect Director Leslie L. Shoemaker	For	For	For	For	A vote FOR the director nominees is warranted.
Schnitzer Steel Industries, Inc.	01/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Total CEO pay declined amid poor TSR performance, annual incentives are largely based on rigorous pre-set financial goals, and half of equity awards were performance-based with a multi-year measurement period. Nonetheless, annual incentive award opportunities remain relatively high and shareholders would benefit from improved disclosure of performance share goals. These issues warrant continued monitoring.
Schnitzer Steel Industries, Inc.	01/25/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schnitzer Steel Industries, Inc.	01/25/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.39 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

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Schrodinger, Inc.	06/15/2023	Management	1	Yes	Elect Director Richard A. Friesner	For	Against	Against	Against	A vote AGAINST is warranted for incumbent director nominees Richard Friesner, Rosana Kapeller-Libermann, and Gary Sender given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights.
Schrodinger, Inc.	06/15/2023	Management	2	Yes	Elect Director Rosana Kapeller-Libermann	For	Against	Against	Against	A vote AGAINST is warranted for incumbent director nominees Richard Friesner, Rosana Kapeller-Libermann, and Gary Sender given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights.
Schrodinger, Inc.	06/15/2023	Management	3	Yes	Elect Director Gary Sender	For	Against	Against	Against	A vote AGAINST is warranted for incumbent director nominees Richard Friesner, Rosana Kapeller-Libermann, and Gary Sender given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights.
Schrodinger, Inc.	06/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While certain concerns remain surrounding the CEO's LTI which consisted entirely of stock options, mitigating factors are present for the year in review. Specifically, CEO pay declined significantly for the year in review, following the company's IPO in 2020. Further, the company introduced performance-based equity to the LTI in FY23, which represents a significant improvement, particularly given it will make up approximately half the CEO's LTI. In addition, the company improved its disclosure of category weightings and achievement in FY22 STI, and below target payouts appear to be in-line with company performance. However, continued close monitoring of the pay program is warranted. Investors should expect more fulsome STI disclosure in future years and may expect enhanced disclosures surrounding goal setting for PSUs in FY23.
Schrodinger, Inc.	06/15/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Science Applications International Corporation	06/07/2023	Management	1	Yes	Elect Director Garth N. Graham	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	2	Yes	Elect Director Carolyn B. Handlon	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	3	Yes	Elect Director Yvette M. Kanouff	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	4	Yes	Elect Director Nazzic S. Keene	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	5	Yes	Elect Director Timothy J. Mayopoulos	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	6	Yes	Elect Director Katharina G. McFarland	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	7	Yes	Elect Director Milford W. McGuirt	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	8	Yes	Elect Director Donna S. Morea	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	9	Yes	Elect Director James C. Reagan	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	10	Yes	Elect Director Steven R. Shane	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Science Applications International Corporation	06/07/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Science Applications International Corporation	06/07/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Science Applications International Corporation	06/07/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
SciPlay Corporation	06/07/2023	Management	1	Yes	Elect Director Antonia Korsanos	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	2	Yes	Elect Director Joshua J. Wilson	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	3	Yes	Elect Director Gerald D. Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	4	Yes	Elect Director Nick Earl	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	5	Yes	Elect Director April Henry	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	6	Yes	Elect Director Constance P. James	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	7	Yes	Elect Director Michael Marchetti	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	8	Yes	Elect Director Charles "CJ" Prober	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.
SciPlay Corporation	06/07/2023	Management	9	Yes	Elect Director William C. Thompson, Jr.	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee members Gerald Cohen, April Henry, and Michael Marchetti given the problematic capital structure that negatively impacts shareholder rights and the lack of a reasonable sunset provision. A vote FOR the remaining director nominees is warranted.

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SciPlay Corporation	06/07/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Scorpio Tankers Inc.	05/30/2023	Management	1	Yes	Elect Director Emanuele A. Lauro	For	For	For	For	A vote FOR all directors is warranted.
Scorpio Tankers Inc.	05/30/2023	Management	2	Yes	Elect Director Merrick Rayner	For	For	For	For	A vote FOR all directors is warranted.
Scorpio Tankers Inc.	05/30/2023	Management	3	Yes	Ratify PricewaterhouseCoopers as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Seaboard Corporation	04/24/2023	Management	1	Yes	Elect Director Ellen S. Bresky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	2	Yes	Elect Director David A. Adamsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	3	Yes	Elect Director Douglas W. Baena	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	4	Yes	Elect Director Paul M. Squires	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	5	Yes	Elect Director Frances B. Shifman	For	For	For	For	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.

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Seaboard Corporation	04/24/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions.
Seaboard Corporation	04/24/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Seaboard Corporation	04/24/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Seacoast Banking Corporation of Florida	05/22/2023	Management	1	Yes	Elect Director Julie H. Daum	For	For	For	For	WITHHOLD votes for non-independent nominee Dennis Hudson III are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Seacoast Banking Corporation of Florida	05/22/2023	Management	2	Yes	Elect Director Dennis S. Hudson, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Dennis Hudson III are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Seacoast Banking Corporation of Florida	05/22/2023	Management	3	Yes	Elect Director Alvaro J. Monserrat	For	For	For	For	WITHHOLD votes for non-independent nominee Dennis Hudson III are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Seacoast Banking Corporation of Florida	05/22/2023	Management	4	Yes	Amend Articles of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendment appears to be administrative in nature.
Seacoast Banking Corporation of Florida	05/22/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Seacoast Banking Corporation of Florida	05/22/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Seacoast Banking Corporation of Florida	05/22/2023	Management	7	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SEACOR Marine Holdings Inc.	06/06/2023	Management	1	Yes	Elect Director Andrew R. Morse	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/06/2023	Management	2	Yes	Elect Director John Gellert	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/06/2023	Management	3	Yes	Elect Director R. Christopher Regan	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/06/2023	Management	4	Yes	Elect Director Julie Persily	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/06/2023	Management	5	Yes	Elect Director Alfredo Miguel Bejos	For	For	For	For	A vote FOR all director nominees is warranted.
SEACOR Marine Holdings Inc.	06/06/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SEACOR Marine Holdings Inc.	06/06/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SEACOR Marine Holdings Inc.	06/06/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SeaSpine Holdings Corporation	01/04/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	While the sale process was not competitive and the consideration is below the one-year high, the proposed merger of equals has a logical rationale, delivers a premium to the unaffected SPNE share price, and improves corporate governance. There also appears to be downside risk of rejecting the transaction. A vote FOR the merger is therefore warranted.
SeaSpine Holdings Corporation	01/04/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, with no excise tax gross-ups payable. In addition, equity awards will only accelerate upon a qualifying termination of employment.
SeaSpine Holdings Corporation	01/04/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.

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SeaWorld Entertainment, Inc.	06/13/2023	Management	1	Yes	Elect Director Ronald Bension	For	Against	Against	Against	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	2	Yes	Elect Director James Chambers	For	For	For	For	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	3	Yes	Elect Director William Gray	For	For	For	For	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	4	Yes	Elect Director Timothy Hartnett	For	For	For	For	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	5	Yes	Elect Director Yoshikazu Maruyama	For	For	For	For	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	6	Yes	Elect Director Thomas E. Moloney	For	For	For	For	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	7	Yes	Elect Director Neha Jogani Narang	For	Against	Against	Against	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	8	Yes	Elect Director Scott Ross	For	For	For	For	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	9	Yes	Elect Director Kimberly Schaefer	For	Against	Against	Against	A vote AGAINST Ronald Bension, Neha Narang and Kimberly (Kim) Schaefer is warranted for failing to attend at least 75 percent of their total board and committee meetings held during the fiscal year under review without disclosing the reason for their absences. A vote FOR remaining director nominees is warranted.
SeaWorld Entertainment, Inc.	06/13/2023	Management	10	No	Ratify Deloitte & Touche LLP as Auditor "Withdrawn Resolution"					
SeaWorld Entertainment, Inc.	06/13/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Select Energy Services, Inc.	05/04/2023	Management	1	Yes	Elect Director Gayle L. Burleson	For	Withhold	Withhold	Withhold	WITHHOLD votes for compensation committee members Gayle Burleson, Luis Fernandez-Moreno, and Douglas Wall are warranted. Total CEO compensation was mainly driven by the grant of significant equity awards, of which most awards lack objective performance criteria. Moreover, an NEO received accelerated vesting of certain outstanding equity awards upon his departure. The proxy discloses that an NEO separated from the company and does not indicate that the separation was a qualifying termination event. The acceleration of equity awards for what is described as a resignation is a problematic practice. A vote FOR the remaining director nominees is warranted.
Select Energy Services, Inc.	05/04/2023	Management	2	Yes	Elect Director Richard A. Burnett	For	For	For	For	WITHHOLD votes for compensation committee members Gayle Burleson, Luis Fernandez-Moreno, and Douglas Wall are warranted. Total CEO compensation was mainly driven by the grant of significant equity awards, of which most awards lack objective performance criteria. Moreover, an NEO received accelerated vesting of certain outstanding equity awards upon his departure. The proxy discloses that an NEO separated from the company and does not indicate that the separation was a qualifying termination event. The acceleration of equity awards for what is described as a resignation is a problematic practice. A vote FOR the remaining director nominees is warranted.
Select Energy Services, Inc.	05/04/2023	Management	3	Yes	Elect Director Luis Fernandez-Moreno	For	Withhold	Withhold	Withhold	WITHHOLD votes for compensation committee members Gayle Burleson, Luis Fernandez-Moreno, and Douglas Wall are warranted. Total CEO compensation was mainly driven by the grant of significant equity awards, of which most awards lack objective performance criteria. Moreover, an NEO received accelerated vesting of certain outstanding equity awards upon his departure. The proxy discloses that an NEO separated from the company and does not indicate that the separation was a qualifying termination event. The acceleration of equity awards for what is described as a resignation is a problematic practice. A vote FOR the remaining director nominees is warranted.
Select Energy Services, Inc.	05/04/2023	Management	4	Yes	Elect Director Robin H. Fielder	For	For	For	For	WITHHOLD votes for compensation committee members Gayle Burleson, Luis Fernandez-Moreno, and Douglas Wall are warranted. Total CEO compensation was mainly driven by the grant of significant equity awards, of which most awards lack objective performance criteria. Moreover, an NEO received accelerated vesting of certain outstanding equity awards upon his departure. The proxy discloses that an NEO separated from the company and does not indicate that the separation was a qualifying termination event. The acceleration of equity awards for what is described as a resignation is a problematic practice. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Select Energy Services, Inc.	05/04/2023	Management	5	Yes	Elect Director John D. Schmitz	For	For	For	For	WITHHOLD votes for compensation committee members Gayle Burleson, Luis Fernandez-Moreno, and Douglas Wall are warranted. Total CEO compensation was mainly driven by the grant of significant equity awards, of which most awards lack objective performance criteria. Moreover, an NEO received accelerated vesting of certain outstanding equity awards upon his departure. The proxy discloses that an NEO separated from the company and does not indicate that the separation was a qualifying termination event. The acceleration of equity awards for what is described as a resignation is a problematic practice. A vote FOR the remaining director nominees is warranted.
Select Energy Services, Inc.	05/04/2023	Management	6	Yes	Elect Director Troy W. Thacker	For	For	For	For	WITHHOLD votes for compensation committee members Gayle Burleson, Luis Fernandez-Moreno, and Douglas Wall are warranted. Total CEO compensation was mainly driven by the grant of significant equity awards, of which most awards lack objective performance criteria. Moreover, an NEO received accelerated vesting of certain outstanding equity awards upon his departure. The proxy discloses that an NEO separated from the company and does not indicate that the separation was a qualifying termination event. The acceleration of equity awards for what is described as a resignation is a problematic practice. A vote FOR the remaining director nominees is warranted.
Select Energy Services, Inc.	05/04/2023	Management	7	Yes	Elect Director Douglas J. Wall	For	Withhold	Withhold	Withhold	WITHHOLD votes for compensation committee members Gayle Burleson, Luis Fernandez-Moreno, and Douglas Wall are warranted. Total CEO compensation was mainly driven by the grant of significant equity awards, of which most awards lack objective performance criteria. Moreover, an NEO received accelerated vesting of certain outstanding equity awards upon his departure. The proxy discloses that an NEO separated from the company and does not indicate that the separation was a qualifying termination event. The acceleration of equity awards for what is described as a resignation is a problematic practice. A vote FOR the remaining director nominees is warranted.
Select Energy Services, Inc.	05/04/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Select Energy Services, Inc.	05/04/2023	Management	9	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Select Energy Services, Inc.	05/04/2023	Management	10	Yes	Change Company Name to Select Water Solutions, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Select Medical Holdings Corporation	04/27/2023	Management	1	Yes	Elect Director Bryan C. Cressey	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Ortenzio and Bryan Cressey are warranted for lack of a majority independent board. Votes AGAINST Bryan Cressey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Select Medical Holdings Corporation	04/27/2023	Management	2	Yes	Elect Director Parvinderjit S. Khanuja	For	For	For	For	Votes AGAINST non-independent nominees Robert Ortenzio and Bryan Cressey are warranted for lack of a majority independent board. Votes AGAINST Bryan Cressey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Select Medical Holdings Corporation	04/27/2023	Management	3	Yes	Elect Director Robert A. Ortenzio	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Ortenzio and Bryan Cressey are warranted for lack of a majority independent board. Votes AGAINST Bryan Cressey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Select Medical Holdings Corporation	04/27/2023	Management	4	Yes	Elect Director Daniel J. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Robert Ortenzio and Bryan Cressey are warranted for lack of a majority independent board. Votes AGAINST Bryan Cressey are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Select Medical Holdings Corporation	04/27/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain modified single trigger change-in-control provision. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Select Medical Holdings Corporation	04/27/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Select Medical Holdings Corporation	04/27/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Selective Insurance Group, Inc.	05/03/2023	Management	1	Yes	Elect Director Ainar D. Aijala, Jr.	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	2	Yes	Elect Director Lisa Rojas Bacus	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	3	Yes	Elect Director Terrence W. Cavanaugh	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	4	Yes	Elect Director Wole C. Coaxum	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	5	Yes	Elect Director Robert Kelly Doherty	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	6	Yes	Elect Director John J. Marchioni	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	7	Yes	Elect Director Thomas A. McCarthy	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	8	Yes	Elect Director Stephen C. Mills	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	9	Yes	Elect Director H. Elizabeth Mitchell	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	10	Yes	Elect Director Cynthia S. Nicholson	For	For	Against	Against	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Selective Insurance Group, Inc.	05/03/2023	Management	11	Yes	Elect Director John S. Scheid	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	12	Yes	Elect Director J. Brian Thebault	For	For	Against	Against	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	13	Yes	Elect Director Philip H. Urban	For	For	For	For	Votes AGAINST Cynthia (Cie) Nicholson and J. Brian Thebault are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Selective Insurance Group, Inc.	05/03/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Selective Insurance Group, Inc.	05/03/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Selective Insurance Group, Inc.	05/03/2023	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SelectQuote, Inc.	03/02/2023	Management	1	Yes	Approve Reverse Stock Split	For	For	For	For	A vote FOR this proposal is warranted given that the number of authorized shares would be proportionately reduced following the reverse stock split. In addition, the reverse stock split may enable the company to maintain the listing of its common stock on the NYSE.
SelectQuote, Inc.	03/02/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that shareholder support is also warranted for Item 1.
Semtech Corporation	06/08/2023	Management	1	Yes	Elect Director Martin S.J. Burvill	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	2	Yes	Elect Director Rodolpho C. Cardenuto	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	3	Yes	Elect Director Gregory M. Fischer	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	4	Yes	Elect Director Saar Gillai	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	5	Yes	Elect Director Rockell N. Hankin	For	For	Withhold	Withhold	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	6	Yes	Elect Director Ye Jane Li	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	7	Yes	Elect Director Paula LuPriore	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	8	Yes	Elect Director Mohan R. Maheswaran	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	9	Yes	Elect Director Sylvia Summers	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Semtech Corporation	06/08/2023	Management	10	Yes	Elect Director Paul V. Walsh, Jr.	For	For	For	For	WITHHOLD votes for Rockell Hankin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Semtech Corporation	06/08/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Semtech Corporation	06/08/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Semtech Corporation	06/08/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sensient Technologies Corporation	04/27/2023	Management	1	Yes	Elect Director Joseph Carleone	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	2	Yes	Elect Director Kathleen Da Cunha	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	3	Yes	Elect Director Mario Ferruzzi	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	4	Yes	Elect Director Carol R. Jackson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	5	Yes	Elect Director Sharad P. Jain	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	6	Yes	Elect Director Donald W. Landry	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	7	Yes	Elect Director Paul Manning	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	8	Yes	Elect Director Deborah McKeithan-Gebhardt	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	9	Yes	Elect Director Scott C. Morrison	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	10	Yes	Elect Director Essie Whitelaw	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Sensient Technologies Corporation	04/27/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sensient Technologies Corporation	04/27/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sensient Technologies Corporation	04/27/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SentinelOne, Inc.	06/29/2023	Management	1	Yes	Elect Director Ana G. Pinczuk	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Ana Pinczuk given the board's failure to remove, or subject to a sunset requirement, the classified board structure and supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
SentinelOne, Inc.	06/29/2023	Management	2	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SentinelOne, Inc.	06/29/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although certain positive changes to next year's pay program were disclosed, the pay-for performance misalignment was not sufficiently mitigated. Annual incentives were entirely discretionary, while long-term incentives were granted exclusively in time-vesting equity. Significant concern is raised by the magnitude of pay for NEO Srivastan, who received greater total compensation than the CEO due to a significant new hire equity award granted entirely in time-vesting RSUs. The CEO also received an entirely time-vesting long-term incentive award of relatively high magnitude. Lastly, concerns are raised regarding the company's provision of an inordinate amount of home security perquisites to the CEO, as well as the company's lack of risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.

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SentinelOne, Inc.	06/29/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SFL Corporation Ltd.	05/08/2023	Management	1	Yes	Fix Number of Directors at Eight	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
SFL Corporation Ltd.	05/08/2023	Management	2	Yes	Authorize Board to Fill Vacancies	For	For	For	For	A vote FOR this resolution is warranted because no corporate governance concerns have been identified.
SFL Corporation Ltd.	05/08/2023	Management	3	Yes	Elect Director Kathrine Fredriksen	For	Against	Against	Against	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. A vote AGAINST James O'Shaughnessy is warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd.	05/08/2023	Management	4	Yes	Elect Director Gary Vogel	For	For	For	For	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. A vote AGAINST James O'Shaughnessy is warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd.	05/08/2023	Management	5	Yes	Elect Director Keesjan Cordia	For	For	For	For	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. A vote AGAINST James O'Shaughnessy is warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd.	05/08/2023	Management	6	Yes	Elect Director James O'Shaughnessy	For	Against	Against	Against	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. A vote AGAINST James O'Shaughnessy is warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd.	05/08/2023	Management	7	Yes	Elect Director Ole B. Hjertaker	For	Against	Against	Against	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. A vote AGAINST James O'Shaughnessy is warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd.	05/08/2023	Management	8	Yes	Elect Director Will Homan-Russell	For	For	For	For	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. A vote AGAINST James O'Shaughnessy is warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
SFL Corporation Ltd.	05/08/2023	Management	9	Yes	Approve Ernst & Young AS as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal is warranted.
SFL Corporation Ltd.	05/08/2023	Management	10	Yes	Approve Remuneration of Directors	For	For	For	For	A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees.
Shake Shack Inc.	06/29/2023	Management	1	Yes	Elect Director Randy Garutti	For	For	For	For	WITHHOLD votes are warranted for governance committee members Joshua (Josh) Silverman and Tristan Walker given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee is warranted.

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Shake Shack Inc.	06/29/2023	Management	2	Yes	Elect Director Joshua Silverman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Joshua (Josh) Silverman and Tristan Walker given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee is warranted.
Shake Shack Inc.	06/29/2023	Management	3	Yes	Elect Director Jonathan D. Sokoloff	For	For	For	For	WITHHOLD votes are warranted for governance committee members Joshua (Josh) Silverman and Tristan Walker given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee is warranted.
Shake Shack Inc.	06/29/2023	Management	4	Yes	Elect Director Tristan Walker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Joshua (Josh) Silverman and Tristan Walker given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee is warranted.
Shake Shack Inc.	06/29/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Shake Shack Inc.	06/29/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Shoals Technologies Group, Inc.	05/04/2023	Management	1	Yes	Elect Director Jeannette Mills	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Lori Sundberg for the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Jeannette Mills is warranted.
Shoals Technologies Group, Inc.	05/04/2023	Management	2	Yes	Elect Director Lori Sundberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Lori Sundberg for the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Jeannette Mills is warranted.
Shoals Technologies Group, Inc.	05/04/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Shoals Technologies Group, Inc.	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Shoals Technologies Group, Inc.	05/04/2023	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Shoe Carnival, Inc.	06/20/2023	Management	1	Yes	Elect Director J. Wayne Weaver	For	For	Against	Against	Votes AGAINST non-independent nominee J. Wayne Weaver are warranted for lack of a majority independent board. Votes AGAINST Nominating Committee member Diane Rudolph are warranted for the lack of racial/ethnic diversity on the board.
Shoe Carnival, Inc.	06/20/2023	Management	2	Yes	Elect Director Diane Randolph	For	Against	Against	Against	Votes AGAINST non-independent nominee J. Wayne Weaver are warranted for lack of a majority independent board. Votes AGAINST Nominating Committee member Diane Rudolph are warranted for the lack of racial/ethnic diversity on the board.
Shoe Carnival, Inc.	06/20/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Shoe Carnival, Inc.	06/20/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Shoe Carnival, Inc.	06/20/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Shoe Carnival, Inc.	06/20/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Shore Bancshares, Inc.	05/23/2023	Management	1	Yes	Elect Director David S. Jones	For	For	For	For	A vote FOR all director nominees is warranted.
Shore Bancshares, Inc.	05/23/2023	Management	2	Yes	Elect Director Clyde V. Kelly, III	For	For	For	For	A vote FOR all director nominees is warranted.
Shore Bancshares, Inc.	05/23/2023	Management	3	Yes	Elect Director David W. Moore	For	For	For	For	A vote FOR all director nominees is warranted.
Shore Bancshares, Inc.	05/23/2023	Management	4	Yes	Elect Director Dawn M. Willey	For	For	For	For	A vote FOR all director nominees is warranted.
Shore Bancshares, Inc.	05/23/2023	Management	5	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Shore Bancshares, Inc.	05/23/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Shore Bancshares, Inc.	05/23/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Shore Bancshares, Inc.	06/20/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted, in light of the expected cost savings, synergies, and plausible strategic rationale.
Shore Bancshares, Inc.	06/20/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Shutterstock, Inc.	06/08/2023	Management	1	Yes	Elect Director Deirdre Bigley	For	For	For	For	A vote FOR all director nominees is warranted.
Shutterstock, Inc.	06/08/2023	Management	2	Yes	Elect Director Alfonse Upshaw	For	For	For	For	A vote FOR all director nominees is warranted.
Shutterstock, Inc.	06/08/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment for the year under review is mitigated given that the CEO's sizable new hire equity grant is half performance-based and annual and long-term incentives are otherwise also sufficiently tied to rigorous performance goals. However, a problematic pay practice has been identified relating to NEO severance arrangements. An NEO received severance payments upon his resignation from the company, and although his cash severance was modest, accelerated vesting of his equity awards is a problematic enhancement given that the disclosure does not clearly indicate that the separation was involuntary.
Shutterstock, Inc.	06/08/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SI-BONE, Inc.	06/09/2023	Management	1	Yes	Elect Director Jeffrey W. Dunn	For	Withhold	Withhold	Withhold	WITHHOLD votes for Gregory (Greg) Hinckley are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Jeffrey Dunn, John Freund, and Gregory (Greg) Hinckley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SI-BONE, Inc.	06/09/2023	Management	2	Yes	Elect Director John G. Freund	For	Withhold	Withhold	Withhold	WITHHOLD votes for Gregory (Greg) Hinckley are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Jeffrey Dunn, John Freund, and Gregory (Greg) Hinckley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

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SI-BONE, Inc.	06/09/2023	Management	3	Yes	Elect Director Gregory K. Hinckley	For	Withhold	Withhold	Withhold	WITHHOLD votes for Gregory (Greg) Hinckley are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent director nominees Jeffrey Dunn, John Freund, and Gregory (Greg) Hinckley are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
SI-BONE, Inc.	06/09/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SI-BONE, Inc.	06/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus program was based on pre-set objective metrics, and the long-term incentive is predominately performance conditioned with clearly disclosed goals. This represents a significant improvement, as the FY21 LTI was entirely time-based. While there are some concerns with certain STI financial goals that were set quarterly, the aggregate financial target goals appear rigorous, and payouts were in-line with company performance. As the company matures, shareholders should continue to monitor the rigor of the LTI, as the company targets merely the median for the relative TSR metric.
Sierra Bancorp	05/24/2023	Management	1	Yes	Elect Director Albert L. Berra	For	For	Against	Against	Votes AGAINST non-independent nominees Albert Berra and Gordon Woods are warranted for lack of a majority independent board. Votes AGAINST Albert Berra and Gordon Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/24/2023	Management	2	Yes	Elect Director Vonn R. Christenson	For	For	For	For	Votes AGAINST non-independent nominees Albert Berra and Gordon Woods are warranted for lack of a majority independent board. Votes AGAINST Albert Berra and Gordon Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/24/2023	Management	3	Yes	Elect Director Ermina Karim	For	For	For	For	Votes AGAINST non-independent nominees Albert Berra and Gordon Woods are warranted for lack of a majority independent board. Votes AGAINST Albert Berra and Gordon Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/24/2023	Management	4	Yes	Elect Director Julie G. Castle	For	For	For	For	Votes AGAINST non-independent nominees Albert Berra and Gordon Woods are warranted for lack of a majority independent board. Votes AGAINST Albert Berra and Gordon Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/24/2023	Management	5	Yes	Elect Director Laurence S. Dutto	For	For	For	For	Votes AGAINST non-independent nominees Albert Berra and Gordon Woods are warranted for lack of a majority independent board. Votes AGAINST Albert Berra and Gordon Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sierra Bancorp	05/24/2023	Management	6	Yes	Elect Director Gordon T. Woods	For	For	Against	Against	Votes AGAINST non-independent nominees Albert Berra and Gordon Woods are warranted for lack of a majority independent board. Votes AGAINST Albert Berra and Gordon Woods are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sierra Bancorp	05/24/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Sierra Bancorp	05/24/2023	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sierra Bancorp	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * The company targets NEO's total compensation between the 50th and 75th percentile. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Sierra Bancorp	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sight Sciences, Inc.	06/08/2023	Management	1	Yes	Elect Director Staffan Encrantz	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Staffan Encrantz given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal and members of the compensation committee on the ballot, WITHHOLD votes are further warranted for incumbent director nominee Staffan Encrantz due to an unmitigated pay-for-performance misalignment. Total CEO compensation was high, which was mainly driven by significant time-vesting equity awards. Moreover, there is limited disclosure surrounding the annual incentive program. A vote FOR director nominee Catherine Mazzacco is warranted.
Sight Sciences, Inc.	06/08/2023	Management	2	Yes	Elect Director Catherine Mazzacco	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Staffan Encrantz given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of a say-on-pay proposal and members of the compensation committee on the ballot, WITHHOLD votes are further warranted for incumbent director nominee Staffan Encrantz due to an unmitigated pay-for-performance misalignment. Total CEO compensation was high, which was mainly driven by significant time-vesting equity awards. Moreover, there is limited disclosure surrounding the annual incentive program. A vote FOR director nominee Catherine Mazzacco is warranted.
Sight Sciences, Inc.	06/08/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Silgan Holdings, Inc.	05/30/2023	Management	1	Yes	Elect Director Leigh J. Abramson	For	For	For	For	A vote FOR all director nominees is warranted.
Silgan Holdings, Inc.	05/30/2023	Management	2	Yes	Elect Director Robert B. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Silgan Holdings, Inc.	05/30/2023	Management	3	Yes	Elect Director Niharika Ramdev	For	For	For	For	A vote FOR all director nominees is warranted.
Silgan Holdings, Inc.	05/30/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Silgan Holdings, Inc.	05/30/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silgan Holdings, Inc.	05/30/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Silgan Holdings, Inc.	05/30/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Silvercrest Asset Management Group Inc.	06/06/2023	Management	1	Yes	Elect Director Brian D. Dunn	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Nominating Committee member Brian Dunn for lack of racial or ethnic diversity on the board.
Silvercrest Asset Management Group Inc.	06/06/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Support for this proposal is not warranted due to the following: * The company does not disclose any pre-set metrics and goals for the CEO's and other NEOs' bonus and equity awards * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Silvercrest Asset Management Group Inc.	06/06/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simmons First National Corporation	04/18/2023	Management	1	Yes	Fix Number of Directors at Seventeen	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Simmons First National Corporation	04/18/2023	Management	2	Yes	Elect Director Dean Bass	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	3	Yes	Elect Director Jay Burchfield	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	4	Yes	Elect Director Marty D. Casteel	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	5	Yes	Elect Director William E. Clark, II	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Simmons First National Corporation	04/18/2023	Management	6	Yes	Elect Director Steven A. Cosse	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	7	Yes	Elect Director Mark C. Doramus	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	8	Yes	Elect Director Edward Drilling	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	9	Yes	Elect Director Eugene Hunt	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	10	Yes	Elect Director Jerry Hunter	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	11	Yes	Elect Director Susan Lanigan	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Simmons First National Corporation	04/18/2023	Management	12	Yes	Elect Director W. Scott McGeorge	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	13	Yes	Elect Director George A. Makris, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	14	Yes	Elect Director Tom Purvis	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	15	Yes	Elect Director Robert L. Shoptaw	For	For	Against	Against	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	16	Yes	Elect Director Julie Stackhouse	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	17	Yes	Elect Director Russell W. Teubner	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Simmons First National Corporation	04/18/2023	Management	18	Yes	Elect Director Mindy West	For	For	For	For	Votes AGAINST non-independent nominees George Makris Jr., Steven Cosse, Dean Bass, Marty Casteel, William Clark II, Mark Doramus, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are warranted for lack of a majority independent board. Votes AGAINST Steven Cosse, Edward Drilling, Eugene Hunt, W. Scott McGeorge and Robert Shoptaw are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simmons First National Corporation	04/18/2023	Management	19	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were earned below target and are based on pre-set objective measures, and half of the equity awards are performance-conditioned.
Simmons First National Corporation	04/18/2023	Management	20	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Simmons First National Corporation	04/18/2023	Management	21	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simmons First National Corporation	04/18/2023	Management	22	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	1	Yes	Elect Director James S. Andrasick	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	2	Yes	Elect Director Jennifer A. Chatman	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	3	Yes	Elect Director Gary M. Cusumano	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	4	Yes	Elect Director Philip E. Donaldson	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	5	Yes	Elect Director Celeste Volz Ford	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Simpson Manufacturing Co., Inc.	04/26/2023	Management	6	Yes	Elect Director Kenneth D. Knight	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	7	Yes	Elect Director Robin G. MacGillivray	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	8	Yes	Elect Director Michael Olosky	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Olosky, Jennifer Chatman, Gary Cusumano and Robin MacGillivray are warranted for lack of a majority independent board. Votes AGAINST Jennifer Chatman, Gary Cusumano and Robin MacGillivray are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Simpson Manufacturing Co., Inc.	04/26/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simulations Plus, Inc.	02/09/2023	Management	1	Yes	Elect Director Walter S. Woltosz	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/09/2023	Management	2	Yes	Elect Director John K. Paglia	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/09/2023	Management	3	Yes	Elect Director Daniel Weiner	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/09/2023	Management	4	Yes	Elect Director Lisa LaVange	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/09/2023	Management	5	Yes	Elect Director Sharlene Evans	For	For	For	For	A vote FOR the director nominees is warranted.
Simulations Plus, Inc.	02/09/2023	Management	6	Yes	Ratify Rose, Snyder, & Jacobs, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simulations Plus, Inc.	02/09/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows options to be priced at less than 100 percent of the fair market value. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Simulations Plus, Inc.	02/09/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SiriusPoint Ltd.	06/01/2023	Management	1	Yes	Elect Director Franklin (Tad) Montross, IV	For	For	For	For	A vote FOR the director nominees is warranted.
SiriusPoint Ltd.	06/01/2023	Management	2	Yes	Elect Director Peter Wei Han Tan	For	For	For	For	A vote FOR the director nominees is warranted.
SiriusPoint Ltd.	06/01/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under review, however certain mitigating factors have been identified. Sign-on awards to the new executives, including the new CEO, are reasonable in magnitude and include stock options that are either premium-priced or vest only upon reaching stock price appreciation goals. The reintroduction of performance-based equity awards in FY23 mitigates concern regarding the lack of such awards in FY22. Finally, the annual incentive program is substantially tied to financial objectives with clearly disclosed goals. However, a problematic pay practice has been identified with respect to the severance paid to former CEO Sankaran. The terms of Sankaran's severance raise significant concern given that the severance was paid at the level of an involuntary termination when his termination is not clearly disclosed as such.

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SiriusPoint Ltd.	06/01/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SiriusPoint Ltd.	06/01/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sitio Royalties Corp.	05/16/2023	Management	1	Yes	Elect Director Noam Lockshin	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	2	Yes	Elect Director Christopher L. Conoscenti	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	3	Yes	Elect Director Morris R. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	4	Yes	Elect Director Alice E. Gould	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	5	Yes	Elect Director Claire R. Harvey	For	Withhold	Withhold	Withhold	
Sitio Royalties Corp.	05/16/2023	Management	6	Yes	Elect Director Gayle L. Burleson	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	7	Yes	Elect Director Jon-Al Duplantier	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	8	Yes	Elect Director Richard K. Stoneburner	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	9	Yes	Elect Director John R. (J.R.) Sult	For	For	For	For	A vote FOR all director nominees is warranted.
Sitio Royalties Corp.	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution.
Sitio Royalties Corp.	05/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sitio Royalties Corp.	05/16/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
SJW Group	04/26/2023	Management	1	Yes	Elect Director Carl Guardino	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	2	Yes	Elect Director Mary Ann Hanley	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	3	Yes	Elect Director Heather Hunt	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	4	Yes	Elect Director Rebecca A. Klein	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	5	Yes	Elect Director Gregory P. Landis	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	6	Yes	Elect Director Daniel B. More	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	7	Yes	Elect Director Eric W. Thornburg	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	8	Yes	Elect Director Carol P. Wallace	For	For	For	For	A vote FOR all director nominees is warranted.
SJW Group	04/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SJW Group	04/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SJW Group	04/26/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
SJW Group	04/26/2023	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
SJW Group	04/26/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Skechers U.S.A., Inc.	06/12/2023	Management	1	Yes	Elect Director Katherine Blair	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Siskind are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee member Richard Siskind are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Governance Committee members Katherine Blair and Yolanda Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Skechers U.S.A., Inc.	06/12/2023	Management	2	Yes	Elect Director Yolanda Macias	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Siskind are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee member Richard Siskind are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Governance Committee members Katherine Blair and Yolanda Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights.
Skechers U.S.A., Inc.	06/12/2023	Management	3	Yes	Elect Director Richard Siskind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Siskind are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee member Richard Siskind are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Governance Committee members Katherine Blair and Yolanda Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights.
Skechers U.S.A., Inc.	06/12/2023	Management	4	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and the board which will decide on the company's response to any shareholder litigation has a poor track record on corporate governance.
Skechers U.S.A., Inc.	06/12/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Skechers U.S.A., Inc.	06/12/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO receives an outsized salary, and three executives including the CEO received significant perks and associated tax gross ups. Although annual incentives are based on a financial metric, all executives are eligible to receive potentially significant awards, a concern underscored by the CEO's FY22 award of an amount more than four times the median. Moreover, although long-term incentives are half performance-based, half of PRSUs are earned based on annual performance periods, and relative TSR PSUs target merely median performance with no disclosed payout cap for negative absolute TSR.
Skechers U.S.A., Inc.	06/12/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Skechers U.S.A., Inc.	06/12/2023	Shareholder	8	Yes	Report on Plans to Reduce Full Value Chain GHG Emissions Aligned with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
SkyWest, Inc.	05/02/2023	Management	1	Yes	Elect Director Jerry C. Atkin	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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SkyWest, Inc.	05/02/2023	Management	2	Yes	Elect Director Russell A. Childs	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/02/2023	Management	3	Yes	Elect Director Smita Conjeevaram	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/02/2023	Management	4	Yes	Elect Director Meredith S. Madden	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/02/2023	Management	5	Yes	Elect Director Ronald J. Mittelstaedt	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/02/2023	Management	6	Yes	Elect Director Andrew C. Roberts	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/02/2023	Management	7	Yes	Elect Director Keith E. Smith	For	For	For	For	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/02/2023	Management	8	Yes	Elect Director James L. Welch	For	For	Against	Against	Votes AGAINST James Welch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SkyWest, Inc.	05/02/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SkyWest, Inc.	05/02/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SkyWest, Inc.	05/02/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sleep Number Corporation	05/11/2023	Management	1	Yes	Elect Director Phillip M. Eyler	For	For	For	For	A vote FOR all directors is warranted at this time.
Sleep Number Corporation	05/11/2023	Management	2	Yes	Elect Director Julie M. Howard	For	For	For	For	A vote FOR all directors is warranted at this time.
Sleep Number Corporation	05/11/2023	Management	3	Yes	Elect Director Angel L. Mendez	For	For	For	For	A vote FOR all directors is warranted at this time.
Sleep Number Corporation	05/11/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Pay-for-performance concerns are somewhat mitigated at this time with the CEO's equity awards being predominantly performance-conditioned, as well as no bonuses being paid when goals were unmet. However, continued monitoring is warranted as the company granted significantly more shares in a period of stock price underperformance and the forward-looking goals for the PSUs are not disclosed.
Sleep Number Corporation	05/11/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sleep Number Corporation	05/11/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SLM Corporation	06/20/2023	Management	1	Yes	Elect Director R. Scott Blackley	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	2	Yes	Elect Director Paul G. Child	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	3	Yes	Elect Director Mary Carter Warren Franke	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	4	Yes	Elect Director Marianne M. Keler	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	5	Yes	Elect Director Mark L. Lavelle	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	6	Yes	Elect Director Ted Marvitz	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	7	Yes	Elect Director Jim Matheson	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	8	Yes	Elect Director Samuel T. Ramsey	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	9	Yes	Elect Director Vivian C. Schneck-Last	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	10	Yes	Elect Director Robert S. Strong	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	11	Yes	Elect Director Jonathan W. Witter	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	12	Yes	Elect Director Kirsten O. Wolberg	For	For	For	For	Votes FOR all directors are warranted.

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SLM Corporation	06/20/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SLM Corporation	06/20/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SLM Corporation	06/20/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SM Energy Company	05/25/2023	Management	1	Yes	Elect Director Carla J. Bailo	For	For	For	For	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/25/2023	Management	2	Yes	Elect Director Stephen R. Brand	For	For	Against	Against	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/25/2023	Management	3	Yes	Elect Director Ramiro G. Peru	For	For	For	For	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/25/2023	Management	4	Yes	Elect Director Anita M. Powers	For	For	For	For	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/25/2023	Management	5	Yes	Elect Director Julio M. Quintana	For	For	Against	Against	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/25/2023	Management	6	Yes	Elect Director Rose M. Robeson	For	For	For	For	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/25/2023	Management	7	Yes	Elect Director William D. Sullivan	For	For	Against	Against	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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SM Energy Company	05/25/2023	Management	8	Yes	Elect Director Herbert S. Vogel	For	For	Against	Against	Votes AGAINST non-independent nominees Julio Quintana, Herbert Vogel, Stephen Brand and William Sullivan are warranted for a majority independent board. Votes AGAINST Julio Quintana and Stephen Brand are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SM Energy Company	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SM Energy Company	05/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SM Energy Company	05/25/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SM Energy Company	05/25/2023	Management	12	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
SmartFinancial, Inc.	05/25/2023	Management	1	Yes	Elect Director Cathy G. Ackermann	For	For	For	For	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	2	Yes	Elect Director Victor L. Barrett	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	3	Yes	Elect Director William (Billy) Y. Carroll, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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SmartFinancial, Inc.	05/25/2023	Management	4	Yes	Elect Director William (Bill) Y. Carroll, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	5	Yes	Elect Director Ted C. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	6	Yes	Elect Director David A. Ogle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	7	Yes	Elect Director John Presley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	8	Yes	Elect Director Steven B. Tucker	For	For	For	For	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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SmartFinancial, Inc.	05/25/2023	Management	9	Yes	Elect Director Wesley M. (Miller) Welborn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	10	Yes	Elect Director Keith E. Whaley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	11	Yes	Elect Director Geoffrey A. Wolpert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Wesley (Miller) Welborn, William (Billy) Y. Carroll Jr., David Ogle, Victor Barrett, William (Bill) Y. Carroll Sr., Ted Miller, John Presley, Keith Whaley and Geoffrey Wolpert are warranted for lack of a majority independent board. WITHHOLD votes for David Ogle, Victor Barrett, Ted Miller, Keith Whaley and Geoffrey Wolpert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee chair David Ogle for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
SmartFinancial, Inc.	05/25/2023	Management	12	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
SmartFinancial, Inc.	05/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	1	Yes	Elect Director William A. Zartler	For	For	For	For	WITHHOLD votes are warranted for Edgar (Bud) Giesinger Jr., as a nominating committee member, for lack of racial/ethnic diversity on the board and, as a governance committee member, for failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	2	Yes	Elect Director Edgar R. Giesinger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Edgar (Bud) Giesinger Jr., as a nominating committee member, for lack of racial/ethnic diversity on the board and, as a governance committee member, for failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	3	Yes	Elect Director A. James Teague	For	For	For	For	WITHHOLD votes are warranted for Edgar (Bud) Giesinger Jr., as a nominating committee member, for lack of racial/ethnic diversity on the board and, as a governance committee member, for failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	5	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SolarWinds Corporation	05/25/2023	Management	1	Yes	Elect Director Catherine R. Kinney	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Catherine Kinney and Easwaran (Eash) Sundaram given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Michael (Mike) Widmann is warranted.
SolarWinds Corporation	05/25/2023	Management	2	Yes	Elect Director Easwaran Sundaram	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Catherine Kinney and Easwaran (Eash) Sundaram given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Michael (Mike) Widmann is warranted.
SolarWinds Corporation	05/25/2023	Management	3	Yes	Elect Director Michael Widmann	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Catherine Kinney and Easwaran (Eash) Sundaram given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee Michael (Mike) Widmann is warranted.
SolarWinds Corporation	05/25/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SolarWinds Corporation	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. The STI program was entirely based on pre-set financial metrics, and no payout was earned when goals were unmet. Further, half of the LTI program utilized performance criteria. However, there are concerns regarding the lack of goal disclosure in both the STI and LTI programs as well as the relatively short-term focus of the LTI program, which warrants continued monitoring.

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Solo Brands, Inc.	05/26/2023	Management	1	Yes	Elect Director Marc Randolph	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Marc Randolph given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
Solo Brands, Inc.	05/26/2023	Management	2	Yes	Elect Director Michael C. Dennison	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Randolph given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
Solo Brands, Inc.	05/26/2023	Management	3	Yes	Elect Director Paul Furer	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Randolph given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
Solo Brands, Inc.	05/26/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sonic Automotive, Inc.	05/15/2023	Management	1	Yes	Elect Director David Bruton Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Sonic Automotive, Inc.	05/15/2023	Management	2	Yes	Elect Director Jeff Dyke	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.

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Sonic Automotive, Inc.	05/15/2023	Management	3	Yes	Elect Director William I. Belk	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Sonic Automotive, Inc.	05/15/2023	Management	4	Yes	Elect Director William R. Brooks	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Sonic Automotive, Inc.	05/15/2023	Management	5	Yes	Elect Director John W. Harris, III	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.

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Sonic Automotive, Inc.	05/15/2023	Management	6	Yes	Elect Director Michael Hodge	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Sonic Automotive, Inc.	05/15/2023	Management	7	Yes	Elect Director Keri A. Kaiser	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Sonic Automotive, Inc.	05/15/2023	Management	8	Yes	Elect Director B. Scott Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.

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Sonic Automotive, Inc.	05/15/2023	Management	9	Yes	Elect Director Marcus G. Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Sonic Automotive, Inc.	05/15/2023	Management	10	Yes	Elect Director R. Eugene Taylor	For	Against	Against	Against	Votes AGAINST non-independent nominees David Smith, William Belk, William Brooks, Jeff Dyke, Michael Hodge, Bryan Scott Smith and Marcus Smith are warranted for lack of a majority independent board. Votes AGAINST William Belk are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Nominating Committee chair Keri Kaiser are warranted for lack of racial or ethnic diversity on the board. Votes AGAINST Governance Committee members William Belk, John Harris III, Keri Kaiser, and R. Eugene (Gene) Taylor are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST David Smith, Marcus Smith, and Bryan Scott Smith are warranted as their ownership of the supervoting shares provide them with voting power control of the company.
Sonic Automotive, Inc.	05/15/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sonic Automotive, Inc.	05/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain excise tax gross-up change-in-control provisions. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company provides an excessive amount for the CEO's automobile-related perquisites.
Sonic Automotive, Inc.	05/15/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sonic Automotive, Inc.	05/15/2023	Management	14	Yes	Amend Non-Employee Director Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this item is warranted as the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Sonic Automotive, Inc.	05/15/2023	Management	15	Yes	Amend Certificate of Incorporation to Limit the Personal Liability of Certain Senior Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and the board which will decide on the company's response to any shareholder litigation is not majority independent.
Sonoco Products Company	04/19/2023	Management	1	Yes	Elect Director Steven L. Boyd	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	2	Yes	Elect Director R. Howard Coker	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sonoco Products Company	04/19/2023	Management	3	Yes	Elect Director Pamela L. Davies	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	4	Yes	Elect Director Theresa J. Drew	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	5	Yes	Elect Director Philippe Guillemot	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	6	Yes	Elect Director John R. Haley	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	7	Yes	Elect Director Robert R. Hill, Jr.	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	8	Yes	Elect Director Eleni Istavridis	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	9	Yes	Elect Director Richard G. Kyle	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	10	Yes	Elect Director Blythe J. McGarvie	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	11	Yes	Elect Director Thomas E. Whiddon	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sonoco Products Company	04/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sonoco Products Company	04/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sonoco Products Company	04/19/2023	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Sonos, Inc.	03/09/2023	Management	1	Yes	Elect Director Thomas Conrad	For	For	For	For	WITHHOLD votes for Michelangelo (Mike) Volpi are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michelangelo (Mike) Volpi and Julius Genachowski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Thomas Conrad is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sonos, Inc.	03/09/2023	Management	2	Yes	Elect Director Julius Genachowski	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michelangelo (Mike) Volpi are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michelangelo (Mike) Volpi and Julius Genachowski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Thomas Conrad is warranted.
Sonos, Inc.	03/09/2023	Management	3	Yes	Elect Director Michelangelo Volpi	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michelangelo (Mike) Volpi are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michelangelo (Mike) Volpi and Julius Genachowski given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Thomas Conrad is warranted.
Sonos, Inc.	03/09/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sonos, Inc.	03/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sotera Health Company	05/25/2023	Management	1	Yes	Elect Director Sean L. Cunningham	For	Against	Against	Against	Votes AGAINST non-independent nominees Sean Cunningham and Robert Knauss are warranted for lack of a majority independent board. Votes AGAINST Sean Cunningham are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Sean Cunningham are further warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Vincent K. Petrella is warranted.
Sotera Health Company	05/25/2023	Management	2	Yes	Elect Director Robert B. Knauss	For	Against	Against	Against	Votes AGAINST non-independent nominees Sean Cunningham and Robert Knauss are warranted for lack of a majority independent board. Votes AGAINST Sean Cunningham are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Sean Cunningham are further warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Vincent K. Petrella is warranted.
Sotera Health Company	05/25/2023	Management	3	Yes	Elect Director Vincent K. Petrella	For	For	For	For	Votes AGAINST non-independent nominees Sean Cunningham and Robert Knauss are warranted for lack of a majority independent board. Votes AGAINST Sean Cunningham are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Sean Cunningham are further warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Vincent K. Petrella is warranted.

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Sotera Health Company	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were primarily determined by a pre-set financial metric, significant concerns are noted as equity awards were entirely time-vesting, including the relatively large one-time retention awards. Shareholders generally expect one-time awards to be contingent on rigorous performance-vesting conditions, particularly when considering the total value of the CEO's equity awards.
Sotera Health Company	05/25/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SoundThinking, Inc.	06/21/2023	Management	1	Yes	Elect Director Ralph A. Clark	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Morial given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoundThinking, Inc.	06/21/2023	Management	2	Yes	Elect Director Marc Morial	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Marc Morial given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoundThinking, Inc.	06/21/2023	Management	3	Yes	Elect Director Ruby Sharma	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Marc Morial given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoundThinking, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. While the STI program is based on corporate objectives, such objectives and the related performance goals were not disclosed. In addition, the CEO's equity awards significantly increased year-over-year and lack performance criteria.
SoundThinking, Inc.	06/21/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SoundThinking, Inc.	06/21/2023	Management	6	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
South Plains Financial, Inc.	05/16/2023	Management	1	Yes	Elect Director Richard Danny Campbell	For	Against	Against	Against	A vote AGAINST audit committee member Richard (Danny) Campbell is warranted due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote AGAINST director nominee Richard (Danny) Campbell is also warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST non-independent nominee Richard (Danny) Campbell is further warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR LaDana R. Washburn is warranted.

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South Plains Financial, Inc.	05/16/2023	Management	2	Yes	Elect Director LaDana R. Washburn	For	For	For	For	A vote AGAINST audit committee member Richard (Danny) Campbell is warranted due to concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock. A vote AGAINST director nominee Richard (Danny) Campbell is also warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote AGAINST non-independent nominee Richard (Danny) Campbell is further warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR LaDana R. Washburn is warranted.
South Plains Financial, Inc.	05/16/2023	Management	3	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
South Plains Financial, Inc.	05/16/2023	Management	4	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
South Plains Financial, Inc.	05/16/2023	Management	5	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Southern First Bancshares, Inc.	05/16/2023	Management	1	Yes	Elect Director Andrew B. Cajka	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Anne Ellefson, Tecumseh (Tee) Hooper Jr. and William Maner IV are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision. A vote FOR Ray A. Lattimore is warranted.
Southern First Bancshares, Inc.	05/16/2023	Management	2	Yes	Elect Director Anne S. Ellefson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Anne Ellefson, Tecumseh (Tee) Hooper Jr. and William Maner IV are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision. A vote FOR Ray A. Lattimore is warranted.
Southern First Bancshares, Inc.	05/16/2023	Management	3	Yes	Elect Director Tecumseh "Tee" Hooper, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Anne Ellefson, Tecumseh (Tee) Hooper Jr. and William Maner IV are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision. A vote FOR Ray A. Lattimore is warranted.

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Southern First Bancshares, Inc.	05/16/2023	Management	4	Yes	Elect Director Ray A. Lattimore	For	For	For	For	WITHHOLD votes for non-independent nominees Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Anne Ellefson, Tecumseh (Tee) Hooper Jr. and William Maner IV are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision. A vote FOR Ray A. Lattimore is warranted.
Southern First Bancshares, Inc.	05/16/2023	Management	5	Yes	Elect Director William A. Maner, IV	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Cajka Jr., Anne Ellefson and Tecumseh (Tee) Hooper Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Anne Ellefson, Tecumseh (Tee) Hooper Jr. and William Maner IV are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision. A vote FOR Ray A. Lattimore is warranted.
Southern First Bancshares, Inc.	05/16/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Southern First Bancshares, Inc.	05/16/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into a new agreement with a NEO, which agreement provides for a severance payment if he terminates his employment for "good reason" after a change in control. The company provides a problematic definition of "good reason" in its proxy statement. Further, other notable concerns include the provision of large miscellaneous perquisites to the CEO, the absence of several risk-mitigating policies, and the lack of any pre-set metrics and goals for long-term awards.
Southern First Bancshares, Inc.	05/16/2023	Management	8	Yes	Ratify Elliott Davis, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southside Bancshares, Inc.	05/17/2023	Management	1	Yes	Elect Director Lawrence Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Anderson, Hilliard (Jay) Shands III and Preston Smith are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Anderson and Preston Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR John F. Sammons, Jr. is warranted.
Southside Bancshares, Inc.	05/17/2023	Management	2	Yes	Elect Director H. J. Shands, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Anderson, Hilliard (Jay) Shands III and Preston Smith are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Anderson and Preston Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR John F. Sammons, Jr. is warranted.
Southside Bancshares, Inc.	05/17/2023	Management	3	Yes	Elect Director Preston L. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Anderson, Hilliard (Jay) Shands III and Preston Smith are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Anderson and Preston Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR John F. Sammons, Jr. is warranted.

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Southside Bancshares, Inc.	05/17/2023	Management	4	Yes	Elect Director John F. Sammons, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Lawrence (Larry) Anderson, Hilliard (Jay) Shands III and Preston Smith are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Anderson and Preston Smith are also warranted for serving as non-independent members of a key board committee. A vote FOR John F. Sammons, Jr. is warranted.
Southside Bancshares, Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Southside Bancshares, Inc.	05/17/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Southside Bancshares, Inc.	05/17/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwest Gas Holdings, Inc.	05/04/2023	Management	1	Yes	Director E. Renae Conley	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	2	Yes	Elect Director Andrew W. Evans	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	3	Yes	Elect Director Karen S. Haller	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	4	Yes	Elect Director Jane Lewis-raymond	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	5	Yes	Elect Director Henry P. Linginfelter	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	6	Yes	Elect Director Anne L. Mariucci	For	For	Withhold	Withhold	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	7	Yes	Elect Director Carlos A. Ruisanchez	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Southwest Gas Holdings, Inc.	05/04/2023	Management	8	Yes	Elect Director Ruby Sharma	For	For	Withhold	Withhold	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	9	Yes	Elect Director Andrew J. Teno	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	10	Yes	Elect Director A. Randall Thoman	For	For	Withhold	Withhold	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	11	Yes	Elect Director Leslie T. Thornton	For	For	For	For	WITHHOLD votes for Anne Mariucci and A. Randall Thoman are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Ruby Sharma are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Southwest Gas Holdings, Inc.	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time
Southwest Gas Holdings, Inc.	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Southwest Gas Holdings, Inc.	05/04/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SP Plus Corporation	05/10/2023	Management	1	Yes	Elect Director G. Marc Baumann	For	For	For	For	A vote FOR the director nominees is warranted.
SP Plus Corporation	05/10/2023	Management	2	Yes	Elect Director Alice M. Peterson	For	For	For	For	A vote FOR the director nominees is warranted.
SP Plus Corporation	05/10/2023	Management	3	Yes	Elect Director Gregory A. Reid	For	For	For	For	A vote FOR the director nominees is warranted.
SP Plus Corporation	05/10/2023	Management	4	Yes	Elect Director Wyman T. Roberts	For	For	For	For	A vote FOR the director nominees is warranted.
SP Plus Corporation	05/10/2023	Management	5	Yes	Elect Director Diana L. Sands	For	For	For	For	A vote FOR the director nominees is warranted.
SP Plus Corporation	05/10/2023	Management	6	Yes	Elect Director Douglas R. Waggoner	For	For	For	For	A vote FOR the director nominees is warranted.
SP Plus Corporation	05/10/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
SP Plus Corporation	05/10/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SP Plus Corporation	05/10/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SP Plus Corporation	05/10/2023	Management	10	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
SpartanNash Company	05/24/2023	Management	1	Yes	Elect Director M. Shan Atkins	For	For	Withhold	Withhold	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/24/2023	Management	2	Yes	Elect Director Douglas A. Hacker	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/24/2023	Management	3	Yes	Elect Director Julien R. Mininberg	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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SpartanNash Company	05/24/2023	Management	4	Yes	Elect Director Jaymin B. Patel	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/24/2023	Management	5	Yes	Elect Director Hawthorne L. Proctor	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/24/2023	Management	6	Yes	Elect Director Pamela S. Puryear	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/24/2023	Management	7	Yes	Elect Director Tony B. Sarsam	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/24/2023	Management	8	Yes	Elect Director William R. Voss	For	For	For	For	WITHHOLD votes for Margaret Shan Atkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
SpartanNash Company	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
SpartanNash Company	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SpartanNash Company	05/24/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spire Inc.	01/26/2023	Management	1	Yes	Elect Director Edward L. Glotzbach	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward Glotzbach and John Stupp Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR Rob L. Jones is warranted.
Spire Inc.	01/26/2023	Management	2	Yes	Elect Director Rob L. Jones	For	For	For	For	WITHHOLD votes for non-independent nominees Edward Glotzbach and John Stupp Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR Rob L. Jones is warranted.
Spire Inc.	01/26/2023	Management	3	Yes	Elect Director John P. Stupp, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward Glotzbach and John Stupp Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR Rob L. Jones is warranted.
Spire Inc.	01/26/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Spire Inc.	01/26/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Spire Inc.	01/26/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spirit Airlines, Inc.	05/10/2023	Management	1	Yes	Elect Director Edward M. Christie, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Edward (Ted) Christie III are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Spirit Airlines, Inc.	05/10/2023	Management	2	Yes	Elect Director Mark B. Dunkerley	For	For	For	For	WITHHOLD votes for non-independent nominee Edward (Ted) Christie III are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Spirit Airlines, Inc.	05/10/2023	Management	3	Yes	Elect Director Christine P. Richards	For	For	For	For	WITHHOLD votes for non-independent nominee Edward (Ted) Christie III are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Spirit Airlines, Inc.	05/10/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Spirit Airlines, Inc.	05/10/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Sportsman's Warehouse Holdings, Inc.	06/07/2023	Management	1	Yes	Elect Director Gregory P. Hickey	For	For	For	For	A vote FOR the director nominees is warranted.
Sportsman's Warehouse Holdings, Inc.	06/07/2023	Management	2	Yes	Elect Director Nancy A. Walsh	For	For	For	For	A vote FOR the director nominees is warranted.
Sportsman's Warehouse Holdings, Inc.	06/07/2023	Management	3	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Sportsman's Warehouse Holdings, Inc.	06/07/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Sportsman's Warehouse Holdings, Inc.	06/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
SPS Commerce, Inc.	05/12/2023	Management	1	Yes	Elect Director Archie Black	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/12/2023	Management	2	Yes	Elect Director James Ramsey	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/12/2023	Management	3	Yes	Elect Director Marty Reaume	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/12/2023	Management	4	Yes	Elect Director Tami Reller	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/12/2023	Management	5	Yes	Elect Director Philip Soran	For	For	Against	Against	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/12/2023	Management	6	Yes	Elect Director Anne Sempowski Ward	For	For	For	For	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/12/2023	Management	7	Yes	Elect Director Sven Wehrwein	For	For	Against	Against	Votes AGAINST Philip (Phil) Soran and Sven Wehrwein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
SPS Commerce, Inc.	05/12/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SPS Commerce, Inc.	05/12/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SPX Technologies, Inc.	05/09/2023	Management	1	Yes	Elect Director Ricky D. Puckett	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Technologies, Inc.	05/09/2023	Management	2	Yes	Elect Director Meenal A. Sethna	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Technologies, Inc.	05/09/2023	Management	3	Yes	Elect Director Tana L. Utley	For	For	For	For	A vote FOR all director nominees is warranted.
SPX Technologies, Inc.	05/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SPX Technologies, Inc.	05/09/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SPX Technologies, Inc.	05/09/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Squarespace, Inc.	06/06/2023	Management	1	Yes	Elect Director Anthony Casalena	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Braccia and Jonathan Klein are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Fleisher, Jonathan Klein, and Liza Landsman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Anthony Casalena as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Governance Committee chair Liza Landsman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Squarespace, Inc.	06/06/2023	Management	2	Yes	Elect Director Andrew Braccia	For	For	Withhold	Withhold	WITHHOLD votes for Andrew Braccia and Jonathan Klein are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Fleisher, Jonathan Klein, and Liza Landsman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Anthony Casalena as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Governance Committee chair Liza Landsman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Squarespace, Inc.	06/06/2023	Management	3	Yes	Elect Director Michael Fleisher	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Braccia and Jonathan Klein are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Fleisher, Jonathan Klein, and Liza Landsman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Anthony Casalena as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Governance Committee chair Liza Landsman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Squarespace, Inc.	06/06/2023	Management	4	Yes	Elect Director Jonathan Klein	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Braccia and Jonathan Klein are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Fleisher, Jonathan Klein, and Liza Landsman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Anthony Casalena as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Governance Committee chair Liza Landsman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Squarespace, Inc.	06/06/2023	Management	5	Yes	Elect Director Liza Landsman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew Braccia and Jonathan Klein are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Fleisher, Jonathan Klein, and Liza Landsman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Anthony Casalena as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Governance Committee chair Liza Landsman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Squarespace, Inc.	06/06/2023	Management	6	Yes	Elect Director Anton Levy	For	For	For	For	WITHHOLD votes for Andrew Braccia and Jonathan Klein are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Fleisher, Jonathan Klein, and Liza Landsman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Anthony Casalena as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Governance Committee chair Liza Landsman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Squarespace, Inc.	06/06/2023	Management	7	Yes	Elect Director Neela Montgomery	For	For	For	For	WITHHOLD votes for Andrew Braccia and Jonathan Klein are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Michael Fleisher, Jonathan Klein, and Liza Landsman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Anthony Casalena as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are further warranted for Governance Committee chair Liza Landsman given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Squarespace, Inc.	06/06/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
STAAR Surgical Company	06/15/2023	Management	1	Yes	Elect Director Stephen C. Farrell	For	For	For	For	WITHHOLD votes for governance committee chair Aimee Weisner are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
STAAR Surgical Company	06/15/2023	Management	2	Yes	Elect Director Thomas G. Frinzi	For	For	For	For	WITHHOLD votes for governance committee chair Aimee Weisner are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
STAAR Surgical Company	06/15/2023	Management	3	Yes	Elect Director Gilbert H. Kliman	For	For	For	For	WITHHOLD votes for governance committee chair Aimee Weisner are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
STAAR Surgical Company	06/15/2023	Management	4	Yes	Elect Director Aimee S. Weisner	For	For	Withhold	Withhold	WITHHOLD votes for governance committee chair Aimee Weisner are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
STAAR Surgical Company	06/15/2023	Management	5	Yes	Elect Director Elizabeth Yeu	For	For	For	For	WITHHOLD votes for governance committee chair Aimee Weisner are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
STAAR Surgical Company	06/15/2023	Management	6	Yes	Elect Director K. Peony Yu	For	For	For	For	WITHHOLD votes for governance committee chair Aimee Weisner are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
STAAR Surgical Company	06/15/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
STAAR Surgical Company	06/15/2023	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
STAAR Surgical Company	06/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
STAAR Surgical Company	06/15/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Standard Motor Products, Inc.	05/18/2023	Management	1	Yes	Elect Director James J. Burke	For	For	For	For	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/18/2023	Management	2	Yes	Elect Director Alejandro C. Capparelli	For	For	For	For	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/18/2023	Management	3	Yes	Elect Director Pamela Forbes Lieberman	For	For	Withhold	Withhold	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/18/2023	Management	4	Yes	Elect Director Patrick S. McClymont	For	For	For	For	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/18/2023	Management	5	Yes	Elect Director Joseph W. McDonnell	For	For	For	For	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/18/2023	Management	6	Yes	Elect Director Alisa C. Norris	For	For	For	For	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/18/2023	Management	7	Yes	Elect Director Pamela S. Puryear	For	For	For	For	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Standard Motor Products, Inc.	05/18/2023	Management	8	Yes	Elect Director Eric P. Sills	For	For	For	For	WITHHOLD votes for Pamela Forbes Lieberman are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Standard Motor Products, Inc.	05/18/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Standard Motor Products, Inc.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Standard Motor Products, Inc.	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stepan Company	04/25/2023	Management	1	Yes	Elect Director Joaquin Delgado	For	For	Against	Against	Votes AGAINST non-independent nominees F. Quinn Stepan Jr. and Joaquin Delgado are warranted for lack of a majority independent board. Votes AGAINST Joaquin Delgado are also warranted for serving as a non-independent member of a key board committee.
Stepan Company	04/25/2023	Management	2	Yes	Elect Director F. Quinn Stepan, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees F. Quinn Stepan Jr. and Joaquin Delgado are warranted for lack of a majority independent board. Votes AGAINST Joaquin Delgado are also warranted for serving as a non-independent member of a key board committee.
Stepan Company	04/25/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stepan Company	04/25/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stepan Company	04/25/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stereotaxis, Inc.	05/18/2023	Management	1	Yes	Elect Director David W. Benfer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Benfer are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stereotaxis, Inc.	05/18/2023	Management	2	Yes	Elect Director Arun S. Menawat	For	For	For	For	WITHHOLD votes for non-independent nominee David Benfer are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stereotaxis, Inc.	05/18/2023	Management	3	Yes	Elect Director Myriam Curet	For	For	For	For	WITHHOLD votes for non-independent nominee David Benfer are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stereotaxis, Inc.	05/18/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stereotaxis, Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised given that a NEO received a discretionary bonus and purely time-vesting equity grant. However, these are somewhat mitigated at this time given that the size of the bonus is modest and total CEO compensation substantially decreased over the prior year.
Stereotaxis, Inc.	05/18/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stericycle, Inc.	05/16/2023	Management	1	Yes	Elect Director Robert S. Murley	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	2	Yes	Elect Director Cindy J. Miller	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stericycle, Inc.	05/16/2023	Management	3	Yes	Elect Director Brian P. Anderson	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	4	Yes	Elect Director Lynn D. Bleil	For	For	Against	Against	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	5	Yes	Elect Director Thomas F. Chen	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	6	Yes	Elect Director Victoria L. Dolan	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	7	Yes	Elect Director Naren K. Gursahaney	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	8	Yes	Elect Director J. Joel Hackney, Jr.	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	9	Yes	Elect Director Stephen C. Hooley	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	10	Yes	Elect Director James L. Welch	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stericycle, Inc.	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stericycle, Inc.	05/16/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stericycle, Inc.	05/16/2023	Shareholder	14	Yes	Report on Political Contributions	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to enhance the company's board-level oversight of its political contributions and management of related risks and ensure congruency between the company's stated values and its political contributions.
Stericycle, Inc.	05/16/2023	Shareholder	15	Yes	Limit Accelerated Vesting of Equity Awards Upon a Change in Control	Against	For	For	For	A vote FOR this proposal is warranted, as a policy requiring pro-rata vesting upon a change in control would further align the interests of executives with those of shareholders.
Sterling Bancorp, Inc.	05/17/2023	Management	1	Yes	Elect Director Thomas M. O'Brien	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.

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Sterling Bancorp, Inc.	05/17/2023	Management	2	Yes	Elect Director Peggy Daitch	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/17/2023	Management	3	Yes	Elect Director Tracey Dedrick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/17/2023	Management	4	Yes	Elect Director Michael Donahue	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/17/2023	Management	5	Yes	Elect Director Steven E. Gallotta	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.

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Sterling Bancorp, Inc.	05/17/2023	Management	6	Yes	Elect Director Denny Kim	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/17/2023	Management	7	Yes	Elect Director Eboh Okorie	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/17/2023	Management	8	Yes	Elect Director Benjamin J. Wineman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/17/2023	Management	9	Yes	Elect Director Lyle Wolberg	For	For	For	For	WITHHOLD votes are warranted for Governance Committee chair Tracey Dedrick given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for longtime director and audit committee member Benjamin Wineman, as the company has agreed to plead guilty to securities fraud due to inaccurate disclosures made during the time Wineman served on the board, relating to fraudulent loan originations that also occurred while he was serving on the board. A vote FOR the remaining director nominees is warranted.
Sterling Bancorp, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's pay primarily consists of excessive base salary, which is the primary driver of his elevated pay. In addition, other NEOs received discretionary bonuses and purely time-vesting equity awards.
Sterling Bancorp, Inc.	05/17/2023	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sterling Infrastructure, Inc.	05/03/2023	Management	1	Yes	Elect Director Roger A. Cregg	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/03/2023	Management	2	Yes	Elect Director Joseph A. Cutitto	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/03/2023	Management	3	Yes	Elect Director Julie A. Dill	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/03/2023	Management	4	Yes	Elect Director Dana C. O'Brien	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/03/2023	Management	5	Yes	Elect Director Charles R. Patton	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/03/2023	Management	6	Yes	Elect Director Thomas M. White	For	For	For	For	A vote FOR all director nominees is warranted.

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Sterling Infrastructure, Inc.	05/03/2023	Management	7	Yes	Elect Director Dwayne A. Wilson	For	For	For	For	A vote FOR all director nominees is warranted.
Sterling Infrastructure, Inc.	05/03/2023	Management	8	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Sterling Infrastructure, Inc.	05/03/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sterling Infrastructure, Inc.	05/03/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sterling Infrastructure, Inc.	05/03/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stewart Information Services Corporation	05/17/2023	Management	1	Yes	Elect Director Thomas G. Apel	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	2	Yes	Elect Director C. Allen Bradley, Jr.	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	3	Yes	Elect Director Robert L. Clarke	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	4	Yes	Elect Director William S. Corey, Jr.	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	5	Yes	Elect Director Frederick H. Eppinger, Jr.	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	6	Yes	Elect Director Deborah J. Matz	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	7	Yes	Elect Director Matthew W. Morris	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	8	Yes	Elect Director Karen R. Pallotta	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	9	Yes	Elect Director Manuel Sanchez	For	For	For	For	WITHHOLD votes for Thomas Apel and Robert Clarke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stewart Information Services Corporation	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stewart Information Services Corporation	05/17/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stifel Financial Corp.	06/07/2023	Management	1	Yes	Elect Director Adam T. Berlew	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	2	Yes	Elect Director Maryam Brown	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	3	Yes	Elect Director Michael W. Brown	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Stifel Financial Corp.	06/07/2023	Management	4	Yes	Elect Director Lisa Carnoy	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	5	Yes	Elect Director Robert E. Grady	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	6	Yes	Elect Director James P. Kavanaugh	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	7	Yes	Elect Director Ronald J. Kruszewski	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	8	Yes	Elect Director Daniel J. Ludeman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	9	Yes	Elect Director Maura A. Markus	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	10	Yes	Elect Director David A. Peacock	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	11	Yes	Elect Director Thomas W. Weisel	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	12	Yes	Elect Director Michael J. Zimmerman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stifel Financial Corp.	06/07/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stifel Financial Corp.	06/07/2023	Management	15	Yes	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Stifel Financial Corp.	06/07/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stifel Financial Corp.	06/07/2023	Management	17	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Stock Yards Bancorp, Inc.	04/27/2023	Management	1	Yes	Elect Director Shannon B. Arvin	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	2	Yes	Elect Director Paul J. Bickel, III	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	3	Yes	Elect Director Allison J. Donovan	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Stock Yards Bancorp, Inc.	04/27/2023	Management	4	Yes	Elect Director David P. Heintzman	For	Against	Against	Against	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	5	Yes	Elect Director Carl G. Herde	For	For	Against	Against	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	6	Yes	Elect Director James A. Hillebrand	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	7	Yes	Elect Director Richard A. Lechleiter	For	For	Against	Against	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	8	Yes	Elect Director Philip S. Poindexter	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	9	Yes	Elect Director Stephen M. Priebe	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	10	Yes	Elect Director Edwin S. Saunier	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	11	Yes	Elect Director John L. Schutte	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	12	Yes	Elect Director Kathy C. Thompson	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	13	Yes	Elect Director Laura L. Wells	For	For	For	For	Votes AGAINST David Heintzman, Carl Herde and Richard (Rich) Lechleiter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stock Yards Bancorp, Inc.	04/27/2023	Management	14	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Stock Yards Bancorp, Inc.	04/27/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stock Yards Bancorp, Inc.	04/27/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stoneridge, Inc.	05/16/2023	Management	1	Yes	Elect Director Ira C. Kaplan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Stoneridge, Inc.	05/16/2023	Management	2	Yes	Elect Director Kim Korth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/16/2023	Management	3	Yes	Elect Director William M. Lasky	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/16/2023	Management	4	Yes	Elect Director George S. Mayes, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/16/2023	Management	5	Yes	Elect Director Carsten J. Reinhardt	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/16/2023	Management	6	Yes	Elect Director Sheila Rutt	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/16/2023	Management	7	Yes	Elect Director Paul J. Schlather	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/16/2023	Management	8	Yes	Elect Director Frank S. Sklarsky	For	For	For	For	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Stoneridge, Inc.	05/16/2023	Management	9	Yes	Elect Director James Zizelman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lasky, James (Jim) Zizelman, Ira Kaplan, Kim Korth and Paul Schlather are warranted for lack of a majority independent board. WITHHOLD votes for William Lasky, Ira Kaplan, Kim Korth and Paul Schlather are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stoneridge, Inc.	05/16/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stoneridge, Inc.	05/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Stoneridge, Inc.	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
StoneX Group Inc.	03/01/2023	Management	1	Yes	Elect Director Annabelle G. Bexiga	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	2	Yes	Elect Director Scott J. Branch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	3	Yes	Elect Director Diane L. Cooper	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	4	Yes	Elect Director John M. Fowler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	5	Yes	Elect Director Steven Kass	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	6	Yes	Elect Director Sean M. O'Connor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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StoneX Group Inc.	03/01/2023	Management	7	Yes	Elect Director Eric Parthemore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	8	Yes	Elect Director John Radziwill	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	9	Yes	Elect Director Dhamu R. Thamodaran	For	For	For	For	WITHHOLD votes for non-independent nominees John Radziwill, Sean O'Connor, Scott Branch, John Fowler, and Eric Parthemore are warranted for lack of a majority independent board WITHHOLD votes for Scott Branch, John Fowler and Eric Parthemore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
StoneX Group Inc.	03/01/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
StoneX Group Inc.	03/01/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Strategic Education, Inc.	04/26/2023	Management	1	Yes	Elect Director Charlotte F. Beason	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	2	Yes	Elect Director Rita D. Brogley	For	For	For	For	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	3	Yes	Elect Director John T. Casteen, III	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	4	Yes	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Strategic Education, Inc.	04/26/2023	Management	5	Yes	Elect Director Jerry L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	6	Yes	Elect Director Karl McDonnell	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	7	Yes	Elect Director Michael A. McRobbie	For	For	For	For	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	8	Yes	Elect Director Robert S. Silberman	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	9	Yes	Elect Director William J. Slocum	For	For	For	For	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	10	Yes	Elect Director Michael J. Thawley	For	For	For	For	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Strategic Education, Inc.	04/26/2023	Management	11	Yes	Elect Director G. Thomas Waite, III	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Silberman, Karl McDonnell, John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are warranted for lack of a majority independent board. Votes AGAINST John Casteen III, Charlotte Beason, Robert (Bob) Grusky and G. Thomas Waite III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Strategic Education, Inc.	04/26/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Strategic Education, Inc.	04/26/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Strategic Education, Inc.	04/26/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stratus Properties Inc.	05/11/2023	Management	1	Yes	Elect Director Laurie L. Dotter	For	For	For	For	WITHHOLD votes for Michael Madden are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stratus Properties Inc.	05/11/2023	Management	2	Yes	Elect Director James E. Joseph	For	For	For	For	WITHHOLD votes for Michael Madden are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stratus Properties Inc.	05/11/2023	Management	3	Yes	Elect Director Michael D. Madden	For	For	Withhold	Withhold	WITHHOLD votes for Michael Madden are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stratus Properties Inc.	05/11/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The company paid outsized discretionary bonuses and granted sizable equity awards, and the structure of the Profit Plan is problematic as there does not appear to be a cap on payouts and it allows for alternative payout opportunities.
Stratus Properties Inc.	05/11/2023	Management	5	Yes	Ratify CohnReznick LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Stratus Properties Inc.	05/11/2023	Management	6	Yes	Amend Certificate of Incorporation to Add Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Summit Financial Group, Inc.	05/18/2023	Management	1	Yes	Elect Director John H. Shott	For	For	For	For	WITHHOLD votes for non-independent nominees Ronald Bowling, J. Scott Bridgeforth and Georgette George are warranted for lack of a majority independent board. WITHHOLD votes for Georgette George are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Financial Group, Inc.	05/18/2023	Management	2	Yes	Elect Director Ronald L. Bowling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ronald Bowling, J. Scott Bridgeforth and Georgette George are warranted for lack of a majority independent board. WITHHOLD votes for Georgette George are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Financial Group, Inc.	05/18/2023	Management	3	Yes	Elect Director J. Scott Bridgeforth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ronald Bowling, J. Scott Bridgeforth and Georgette George are warranted for lack of a majority independent board. WITHHOLD votes for Georgette George are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Summit Financial Group, Inc.	05/18/2023	Management	4	Yes	Elect Director Georgette R. George	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ronald Bowling, J. Scott Bridgeforth and Georgette George are warranted for lack of a majority independent board. WITHHOLD votes for Georgette George are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Financial Group, Inc.	05/18/2023	Management	5	Yes	Elect Director David H. Wilson, Sr.	For	For	For	For	WITHHOLD votes for non-independent nominees Ronald Bowling, J. Scott Bridgeforth and Georgette George are warranted for lack of a majority independent board. WITHHOLD votes for Georgette George are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Financial Group, Inc.	05/18/2023	Management	6	Yes	Ratify Yount, Hyde & Barbour, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Summit Materials, Inc.	05/25/2023	Management	1	Yes	Elect Director Joseph S. Cantie	For	For	For	For	WITHHOLD votes for John Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/25/2023	Management	2	Yes	Elect Director Anne M. Cooney	For	For	For	For	WITHHOLD votes for John Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/25/2023	Management	3	Yes	Elect Director John R. Murphy	For	For	Withhold	Withhold	WITHHOLD votes for John Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/25/2023	Management	4	Yes	Elect Director Anne P. Noonan	For	For	For	For	WITHHOLD votes for John Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/25/2023	Management	5	Yes	Elect Director Tamla D. Oates-Forney	For	For	For	For	WITHHOLD votes for John Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/25/2023	Management	6	Yes	Elect Director Steven H. Wunning	For	For	For	For	WITHHOLD votes for John Murphy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Summit Materials, Inc.	05/25/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Summit Materials, Inc.	05/25/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sumo Logic, Inc.	05/10/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the unaffected price, the reasonable process, and the downside risk in the event of non-approval, support FOR the transaction is warranted.
Sumo Logic, Inc.	05/10/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonable based, and no excise tax gross-ups are payable. In addition, unvested equity awards will only accelerate upon a qualifying termination of employment.
Sumo Logic, Inc.	05/10/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
SunCoke Energy, Inc.	05/11/2023	Management	1	Yes	Elect Director Martha Z. Carnes	For	For	For	For	A vote FOR all director nominees is warranted.
SunCoke Energy, Inc.	05/11/2023	Management	2	Yes	Elect Director Katherine T. Gates	For	For	For	For	A vote FOR all director nominees is warranted.
SunCoke Energy, Inc.	05/11/2023	Management	3	Yes	Elect Director Andrei A. Mikhalevsky	For	For	For	For	A vote FOR all director nominees is warranted.
SunCoke Energy, Inc.	05/11/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
SunCoke Energy, Inc.	05/11/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Sunnova Energy International Inc.	05/17/2023	Management	1	Yes	Elect Director William J. (John) Berger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees William (John) Berger, Rahman D'Argenio, and Michael Morgan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Sunnova Energy International Inc.	05/17/2023	Management	2	Yes	Elect Director Rahman D'Argenio	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees William (John) Berger, Rahman D'Argenio, and Michael Morgan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Sunnova Energy International Inc.	05/17/2023	Management	3	Yes	Elect Director Michael C. Morgan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees William (John) Berger, Rahman D'Argenio, and Michael Morgan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Sunnova Energy International Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is not warranted as the company provided tax gross-up for the NEO's living expenses. In addition, concerns are also noted regarding the single-trigger equity vesting acceleration and the magnitude of CEO Berger's pay, as he received a relatively significant long-term incentive award and a notable increase in his base salary without any apparent rationale amid an ongoing period of company underperformance.
Sunnova Energy International Inc.	05/17/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Super Micro Computer, Inc.	05/19/2023	Management	1	Yes	Elect Director Charles Liang	For	For	For	For	WITHHOLD votes for Sherman Tuan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Super Micro Computer, Inc.	05/19/2023	Management	2	Yes	Elect Director Sherman Tuan	For	For	Withhold	Withhold	WITHHOLD votes for Sherman Tuan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Super Micro Computer, Inc.	05/19/2023	Management	3	Yes	Elect Director Tally Liu	For	For	For	For	WITHHOLD votes for Sherman Tuan are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Super Micro Computer, Inc.	05/19/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Super Micro Computer, Inc.	05/19/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Super Micro Computer, Inc.	05/19/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Superior Group of Companies, Inc.	05/12/2023	Management	1	Yes	Elect Director Michael Benstock	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Benstock, Paul Mellini, Andrew Demott Jr., and Robin Hensley are warranted for lack of a majority independent board. Votes AGAINST Paul Mellini and Robin Hensley are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR Venita Fields is warranted.

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Superior Group of Companies, Inc.	05/12/2023	Management	2	Yes	Elect Director Robin M. Hensley	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Benstock, Paul Mellini, Andrew Demott Jr., and Robin Hensley are warranted for lack of a majority independent board. Votes AGAINST Paul Mellini and Robin Hensley are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR Venita Fields is warranted.
Superior Group of Companies, Inc.	05/12/2023	Management	3	Yes	Elect Director Paul Mellini	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Benstock, Paul Mellini, Andrew Demott Jr., and Robin Hensley are warranted for lack of a majority independent board. Votes AGAINST Paul Mellini and Robin Hensley are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR Venita Fields is warranted.
Superior Group of Companies, Inc.	05/12/2023	Management	4	Yes	Elect Director Todd Siegel	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Benstock, Paul Mellini, Andrew Demott Jr., and Robin Hensley are warranted for lack of a majority independent board. Votes AGAINST Paul Mellini and Robin Hensley are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR Venita Fields is warranted.
Superior Group of Companies, Inc.	05/12/2023	Management	5	Yes	Elect Director Venita Fields	For	For	For	For	Votes AGAINST non-independent nominees Michael Benstock, Paul Mellini, Andrew Demott Jr., and Robin Hensley are warranted for lack of a majority independent board. Votes AGAINST Paul Mellini and Robin Hensley are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR Venita Fields is warranted.

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Superior Group of Companies, Inc.	05/12/2023	Management	6	Yes	Elect Director Andrew D. Demott, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Benstock, Paul Mellini, Andrew Demott Jr., and Robin Hensley are warranted for lack of a majority independent board. Votes AGAINST Paul Mellini and Robin Hensley are also warranted for serving as non-independent members of a key board committee. Votes AGAINST compensation committee members Paul Mellini and Todd Siegel are warranted in light of the company's problematic compensation practices, including the modified single trigger and excise tax gross-up provisions in change-in-control agreements, purely time-vesting equity awards, and the excessive miscellaneous perquisites provided to the CEO. A vote FOR Venita Fields is warranted.
Superior Group of Companies, Inc.	05/12/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Supernus Pharmaceuticals, Inc.	06/16/2023	Management	1	Yes	Elect Director Frederick M. Hudson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Newhall III and Frederick Hudson are warranted for lack of a majority independent board. WITHHOLD votes for Charles Newhall III and Frederick Hudson are also warranted for serving as non-independent members of a key board committee.
Supernus Pharmaceuticals, Inc.	06/16/2023	Management	2	Yes	Elect Director Charles W. Newhall, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Newhall III and Frederick Hudson are warranted for lack of a majority independent board. WITHHOLD votes for Charles Newhall III and Frederick Hudson are also warranted for serving as non-independent members of a key board committee.
Supernus Pharmaceuticals, Inc.	06/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Supernus Pharmaceuticals, Inc.	06/16/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Supernus Pharmaceuticals, Inc.	06/16/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Surgalign Holdings, Inc.	06/01/2023	Management	1	Yes	Elect Director Sheryl L. Conley	For	For	For	For	A vote FOR all director nominees is warranted.
Surgalign Holdings, Inc.	06/01/2023	Management	2	Yes	Elect Director Thomas A. McEachin	For	For	For	For	A vote FOR all director nominees is warranted.
Surgalign Holdings, Inc.	06/01/2023	Management	3	Yes	Elect Director Terry M. Rich	For	For	For	For	A vote FOR all director nominees is warranted.
Surgalign Holdings, Inc.	06/01/2023	Management	4	Yes	Elect Director Mark D. Stolper	For	For	For	For	A vote FOR all director nominees is warranted.
Surgalign Holdings, Inc.	06/01/2023	Management	5	Yes	Elect Director Paul G. Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Surgalign Holdings, Inc.	06/01/2023	Management	6	Yes	Elect Director Nicholas J. Valeriani	For	For	For	For	A vote FOR all director nominees is warranted.
Surgalign Holdings, Inc.	06/01/2023	Management	7	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Surgalign Holdings, Inc.	06/01/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Surgalign Holdings, Inc.	06/01/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Surgalign Holdings, Inc.	06/01/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Surgery Partners, Inc.	06/01/2023	Management	1	Yes	Elect Director Patricia A. Maryland	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Patricia Maryland and T. Devin O'Reilly given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, William Brent Turner is warranted.

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Surgery Partners, Inc.	06/01/2023	Management	2	Yes	Elect Director T. Devin O'Reilly	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Patricia Maryland and T. Devin O'Reilly given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, William Brent Turner is warranted.
Surgery Partners, Inc.	06/01/2023	Management	3	Yes	Elect Director Brent Turner	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Patricia Maryland and T. Devin O'Reilly given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominee, William Brent Turner is warranted.
Surgery Partners, Inc.	06/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Surgery Partners, Inc.	06/01/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Surgery Partners, Inc.	06/01/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Surmodics, Inc.	02/09/2023	Management	1	Yes	Elect Director Susan E. Knight	For	For	Withhold	Withhold	WITHHOLD votes for Susan Knight and Jose Bedoya are warranted for a lack of a majority independent board. WITHHOLD votes for Susan Knight and Jose Bedoya are also warranted for serving as non-independent members of a key board committee.
Surmodics, Inc.	02/09/2023	Management	2	Yes	Elect Director Jose H. Bedoya	For	For	Withhold	Withhold	WITHHOLD votes for Susan Knight and Jose Bedoya are warranted for a lack of a majority independent board. WITHHOLD votes for Susan Knight and Jose Bedoya are also warranted for serving as non-independent members of a key board committee.
Surmodics, Inc.	02/09/2023	Management	3	Yes	Fix Number of Directors at Six	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.
Surmodics, Inc.	02/09/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Surmodics, Inc.	02/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Surmodics, Inc.	02/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Surmodics, Inc.	02/09/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.89 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sutro Biopharma, Inc.	06/08/2023	Management	1	Yes	Elect Director William J. Newell	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Connie Matsui, and James Panek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR William J. Newell is warranted.

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Sutro Biopharma, Inc.	06/08/2023	Management	2	Yes	Elect Director Connie Matsui	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Connie Matsui, and James Panek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR William J. Newell is warranted.
Sutro Biopharma, Inc.	06/08/2023	Management	3	Yes	Elect Director James Panek	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Connie Matsui, and James Panek given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR William J. Newell is warranted.
Sutro Biopharma, Inc.	06/08/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sutro Biopharma, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Sutro Biopharma, Inc.	06/08/2023	Management	6	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Sylvamo Corporation	05/15/2023	Management	1	Yes	Elect Director Jean-Michel Ribieras	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	2	Yes	Elect Director Stan Askren	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	3	Yes	Elect Director Christine S. Breves	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	4	Yes	Elect Director Jeanmarie Desmond	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	5	Yes	Elect Director Liz Gottung	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	6	Yes	Elect Director Joia M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	7	Yes	Elect Director Karl L. Meyers	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	8	Yes	Elect Director David Petratis	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	9	Yes	Elect Director J. Paul Rollinson	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	10	Yes	Elect Director Mark W. Wilde	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	11	Yes	Elect Director James P. Zallie	For	For	For	For	A vote FOR the director nominees is warranted.
Sylvamo Corporation	05/15/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sylvamo Corporation	05/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Synchronoss Technologies, Inc.	06/14/2023	Management	1	Yes	Elect Director Kristin S. Rinne	For	For	For	For	A vote FOR both director nominees is warranted.
Synchronoss Technologies, Inc.	06/14/2023	Management	2	Yes	Elect Director Martin F. Bernstein	For	For	For	For	A vote FOR both director nominees is warranted.
Synchronoss Technologies, Inc.	06/14/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synchronoss Technologies, Inc.	06/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Synchronoss Technologies, Inc.	06/14/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Syndax Pharmaceuticals, Inc.	05/17/2023	Management	1	Yes	Elect Director Pierre Legault	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Pierre Legault given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Pierre Legault for failure to establish racial or ethnic diversity on the board. A vote FOR director nominee Michael Metzger is warranted.

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Syndax Pharmaceuticals, Inc.	05/17/2023	Management	2	Yes	Elect Director Michael A. Metzger	For	For	For	For	WITHHOLD votes are warranted for governance committee member Pierre Legault given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the charter, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Pierre Legault for failure to establish racial or ethnic diversity on the board. A vote FOR director nominee Michael Metzger is warranted.
Syndax Pharmaceuticals, Inc.	05/17/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time
Syndax Pharmaceuticals, Inc.	05/17/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Syndax Pharmaceuticals, Inc.	05/17/2023	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the request is reasonable and there are no substantial concerns with the company's past use of shares.
Synlogic, Inc.	06/15/2023	Management	1	Yes	Elect Director Peter Barrett	For	For	For	For	WITHHOLD votes for Edward (Ed) Mathers are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Michael Heffernan and Lisa Kelly-Croswell given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Peter Barrett is warranted.
Synlogic, Inc.	06/15/2023	Management	2	Yes	Elect Director Michael Heffernan	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ed) Mathers are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Michael Heffernan and Lisa Kelly-Croswell given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Peter Barrett is warranted.
Synlogic, Inc.	06/15/2023	Management	3	Yes	Elect Director Lisa Kelly-Croswell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ed) Mathers are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Michael Heffernan and Lisa Kelly-Croswell given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Peter Barrett is warranted.
Synlogic, Inc.	06/15/2023	Management	4	Yes	Elect Director Edward Mathers	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ed) Mathers are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Governance Committee members Michael Heffernan and Lisa Kelly-Croswell given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Peter Barrett is warranted.
Synlogic, Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Synlogic, Inc.	06/15/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Synlogic, Inc.	06/15/2023	Management	7	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Synovus Financial Corp.	04/26/2023	Management	1	Yes	Elect Director Stacy Apter	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	2	Yes	Elect Director Tim E. Bentsen	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	3	Yes	Elect Director Kevin S. Blair	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	4	Yes	Elect Director Pedro Cherry	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	5	Yes	Elect Director John H. Irby	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	6	Yes	Elect Director Diana M. Murphy	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	7	Yes	Elect Director Harris Pastides	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	8	Yes	Elect Director John L. Stallworth	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	9	Yes	Elect Director Barry L. Storey	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	10	Yes	Elect Director Alexandra Villoch	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	11	Yes	Elect Director Teresa White	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.
Synovus Financial Corp.	04/26/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tactile Systems Technology, Inc.	05/08/2023	Management	1	Yes	Elect Director Valerie Asbury	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee Chairman Sheri Dodd given that the board will lack racial/ethnic diversity following the annual meeting and the company has not made a firm commitment to appoint a racially/ethnically diverse director within one year. A vote FOR the remaining director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2023	Management	2	Yes	Elect Director Bill Burke	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee Chairman Sheri Dodd given that the board will lack racial/ethnic diversity following the annual meeting and the company has not made a firm commitment to appoint a racially/ethnically diverse director within one year. A vote FOR the remaining director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2023	Management	3	Yes	Elect Director Sheri Dodd	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee Chairman Sheri Dodd given that the board will lack racial/ethnic diversity following the annual meeting and the company has not made a firm commitment to appoint a racially/ethnically diverse director within one year. A vote FOR the remaining director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2023	Management	4	Yes	Elect Director Raymond Huggenberger	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee Chairman Sheri Dodd given that the board will lack racial/ethnic diversity following the annual meeting and the company has not made a firm commitment to appoint a racially/ethnically diverse director within one year. A vote FOR the remaining director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2023	Management	5	Yes	Elect Director Daniel Reuvers	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee Chairman Sheri Dodd given that the board will lack racial/ethnic diversity following the annual meeting and the company has not made a firm commitment to appoint a racially/ethnically diverse director within one year. A vote FOR the remaining director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2023	Management	6	Yes	Elect Director Brent Shafer	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee Chairman Sheri Dodd given that the board will lack racial/ethnic diversity following the annual meeting and the company has not made a firm commitment to appoint a racially/ethnically diverse director within one year. A vote FOR the remaining director nominees is warranted.

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Tactile Systems Technology, Inc.	05/08/2023	Management	7	Yes	Elect Director Carmen Volkart	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee Chairman Sheri Dodd given that the board will lack racial/ethnic diversity following the annual meeting and the company has not made a firm commitment to appoint a racially/ethnically diverse director within one year. A vote FOR the remaining director nominees is warranted.
Tactile Systems Technology, Inc.	05/08/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tactile Systems Technology, Inc.	05/08/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Talos Energy Inc.	02/08/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale appears reasonable, as the transaction will add scale and diversity to TALO's footprint, the deal is expected to be accretive to 2023 free cash flow, and the company expects to realize synergies through operational efficiencies and G&A cost reductions. In light of the strategic rationale, as well as the outperformance of TALO shares since announcement and since the unaffected date, which implies downside risk of non-approval, support FOR the transaction is warranted.
Talos Energy Inc.	02/08/2023	Management	2	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Talos Energy Inc.	02/08/2023	Management	3	Yes	Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted given that it would enhance board accountability to shareholders.
Talos Energy Inc.	02/08/2023	Management	4	Yes	Eliminate Supermajority Vote Requirements to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the voting requirement for bylaw amendments from two-thirds of the voting power outstanding to a simple majority is a positive step for the company and represents an enhancement in its corporate governance structure.
Talos Energy Inc.	02/08/2023	Management	5	Yes	Amend Charter to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Talos Energy Inc.	02/08/2023	Management	6	Yes	Amend Charter to Effect the Foregoing Proposals 2A-2D	For	For	Against	Against	A vote AGAINST this proposal is warranted, as one of the proposed amendments would diminish shareholders' rights.
Talos Energy Inc.	02/08/2023	Management	7	Yes	Amend Bylaws	For	For	Against	Against	A vote AGAINST this proposal is warranted, as one of the proposed amendments would diminish shareholders' rights.
Talos Energy Inc.	02/08/2023	Management	8	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the transaction proposed in Item 1 merits support.
Talos Energy Inc.	05/09/2023	Management	1	Yes	Elect Director Timothy S. Duncan	For	For	For	For	Votes AGAINST incumbent Governance Committee member John (Brad) Juneau are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR all other director nominees is warranted.
Talos Energy Inc.	05/09/2023	Management	2	Yes	Elect Director John "Brad" Juneau	For	For	Against	Against	Votes AGAINST incumbent Governance Committee member John (Brad) Juneau are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR all other director nominees is warranted.
Talos Energy Inc.	05/09/2023	Management	3	Yes	Elect Director Donald R. Kendall, Jr.	For	For	For	For	Votes AGAINST incumbent Governance Committee member John (Brad) Juneau are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR all other director nominees is warranted.

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Talos Energy Inc.	05/09/2023	Management	4	Yes	Elect Director Shandell Szabo	For	For	For	For	Votes AGAINST incumbent Governance Committee member John (Brad) Juneau are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR all other director nominees is warranted.
Talos Energy Inc.	05/09/2023	Management	5	Yes	Elect Director Richard Sherrill	For	For	For	For	Votes AGAINST incumbent Governance Committee member John (Brad) Juneau are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR all other director nominees is warranted.
Talos Energy Inc.	05/09/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Talos Energy Inc.	05/09/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal and the pay-for-performance misalignment is mitigated at this time. While concerns are raised with respect to the significant retention RSUs, short- and long-term incentives are primarily performance-based and the company does not intend to repeat the exchange of PSUs for RSUs in the future. CEO pay is expected to decrease going forward.
Tandem Diabetes Care, Inc.	05/24/2023	Management	1	Yes	Elect Director Kim D. Blickenstaff	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	2	Yes	Elect Director Myoungil Cha	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	3	Yes	Elect Director Peyton R. Howell	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	4	Yes	Elect Director Joao Paulo Falcao Malagueira	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	5	Yes	Elect Director Kathleen McGroddy-Goetz	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	6	Yes	Elect Director John F. Sheridan	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	7	Yes	Elect Director Christopher J. Twomey	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards.
Tandem Diabetes Care, Inc.	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Tandem Diabetes Care, Inc.	05/24/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tarsus Pharmaceuticals, Inc.	06/22/2023	Management	1	Yes	Elect Director Andrew Goldberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Andrew Goldberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Scott Morrison are warranted for serving as a director on more than four public company boards. A vote FOR Wendy Yarno is warranted.
Tarsus Pharmaceuticals, Inc.	06/22/2023	Management	2	Yes	Elect Director Scott Morrison	For	For	Withhold	Withhold	WITHHOLD votes for Governance Committee member Andrew Goldberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Scott Morrison are warranted for serving as a director on more than four public company boards. A vote FOR Wendy Yarno is warranted.
Tarsus Pharmaceuticals, Inc.	06/22/2023	Management	3	Yes	Elect Director Wendy Yarno	For	For	For	For	WITHHOLD votes for Governance Committee member Andrew Goldberg are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Scott Morrison are warranted for serving as a director on more than four public company boards. A vote FOR Wendy Yarno is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tarsus Pharmaceuticals, Inc.	06/22/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Taylor Morrison Home Corporation	05/25/2023	Management	1	Yes	Elect Director Peter Lane	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	2	Yes	Elect Director William H. Lyon	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	3	Yes	Elect Director Anne L. Mariucci	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	4	Yes	Elect Director David C. Merritt	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	5	Yes	Elect Director Andrea (Andi) Owen	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	6	Yes	Elect Director Sheryl D. Palmer	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	7	Yes	Elect Director Denise F. Warren	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	8	Yes	Elect Director Christopher Yip	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Taylor Morrison Home Corporation	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Taylor Morrison Home Corporation	05/25/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TCR2 Therapeutics Inc.	05/30/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The board appears to have conducted an adequate sales process, the offer represents a premium to the unaffected price, there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date, and the equity form of consideration provides shareholders the ability to participate in the upside potential of the combined company.
TCR2 Therapeutics Inc.	05/30/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
TechnipFMC plc	04/28/2023	Management	1	Yes	Elect Director Douglas J. Pferdehirt	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	2	Yes	Elect Director Claire S. Farley	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	3	Yes	Elect Director Eleazar de Carvalho Filho	For	For	Against	Against	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	4	Yes	Elect Director Robert G. Gwin	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	5	Yes	Elect Director John O'Leary	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	6	Yes	Elect Director Margareth Ovrum	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	7	Yes	Elect Director Kay G. Priestly	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	8	Yes	Elect Director John Yearwood	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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TechnipFMC plc	04/28/2023	Management	9	Yes	Elect Director Sophie Zurquiyah	For	For	For	For	Votes AGAINST Eleazar de Carvalho Filho are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TechnipFMC plc	04/28/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote, the company contacted a broad portion of its shareholders, disclosed details of engagement efforts, and made several positive changes to the compensation program to address concerns. In addition, half of the annual incentives were determined by pre-set financial metrics, with clear disclosure of performance goals and achieved results. Although some concerns are noted regarding committee discretion, the disclosure around the ESG Scorecard was improved from the previous year and included the committee's rationale in recommending payouts. Moreover, a majority of long-term incentives were performance conditioned and measured over a multi-year period. While TSR targets merely median performance, this was increased from the previous year in response to shareholder feedback. Further, payouts are capped at target in the event absolute TSR is negative.
TechnipFMC plc	04/28/2023	Management	11	Yes	Approve Directors' Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. review of executive compensation practices (under Item 2). Accordingly, a vote FOR this proposal is warranted.
TechnipFMC plc	04/28/2023	Management	12	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
TechnipFMC plc	04/28/2023	Management	13	Yes	Ratify PwC as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
TechnipFMC plc	04/28/2023	Management	14	Yes	Reappoint PwC as U.K. Statutory Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
TechnipFMC plc	04/28/2023	Management	15	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.
TechnipFMC plc	04/28/2023	Management	16	Yes	Authorise Issue of Equity	For	For	For	For	A vote FOR this proposal is warranted, as the company has clarified that the combined effect of proposals 8 and 9 will be to limit share issuances under this authority to 20 percent of issued share capital.
TechnipFMC plc	04/28/2023	Management	17	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the potential share issuance limit of 20 percent is considered excessive.
TechTarget, Inc.	06/06/2023	Management	1	Yes	Elect Director Michael Cotoia	For	For	For	For	Votes AGAINST Roger Marino are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TechTarget, Inc.	06/06/2023	Management	2	Yes	Elect Director Roger M. Marino	For	For	Against	Against	Votes AGAINST Roger Marino are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TechTarget, Inc.	06/06/2023	Management	3	Yes	Elect Director Christina Van Houten	For	For	For	For	Votes AGAINST Roger Marino are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TechTarget, Inc.	06/06/2023	Management	4	Yes	Ratify Stowe & Degon, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TechTarget, Inc.	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an excessive amount of financial planning perquisites to the CEO; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.

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TechTarget, Inc.	06/06/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Teekay Corporation	06/06/2023	Management	1	Yes	Elect Director Rudolph Krediet	For	For	For	For	A vote FOR the director nominees is warranted.
Teekay Corporation	06/06/2023	Management	2	Yes	Elect Director Heidi Locke Simon	For	For	For	For	A vote FOR the director nominees is warranted.
Teekay Corporation	06/06/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Teekay Tankers Ltd.	06/06/2023	Management	1	Yes	Elect Director Kenneth Hvid	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Hvid due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/06/2023	Management	2	Yes	Elect Director Sai W. Chu	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Hvid due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/06/2023	Management	3	Yes	Elect Director Richard T. du Moulin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenneth Hvid due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/06/2023	Management	4	Yes	Elect Director David Schellenberg	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Hvid due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/06/2023	Management	5	Yes	Elect Director Peter Antturi	For	For	For	For	WITHHOLD votes for non-independent nominees Kenneth Hvid due to the company's lack of a formal compensation committee. WITHHOLD votes for Richard du Moulin are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chairman Richard du Moulin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
Teekay Tankers Ltd.	06/06/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Tejon Ranch Co.	05/09/2023	Management	1	Yes	Elect Director Steven A. Betts	For	For	For	For	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/09/2023	Management	2	Yes	Elect Director Gregory S. Bielli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/09/2023	Management	3	Yes	Elect Director Anthony L. Leggio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/09/2023	Management	4	Yes	Elect Director Norman J. Metcalfe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.

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Tejon Ranch Co.	05/09/2023	Management	5	Yes	Elect Director Rhea Fawn Morgan	For	For	For	For	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/09/2023	Management	6	Yes	Elect Director Geoffrey L. Stack	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/09/2023	Management	7	Yes	Elect Director Daniel R. Tisch	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/09/2023	Management	8	Yes	Elect Director Michael H. Winer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Norman Metcalfe, Gregory Bielli, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are warranted for lack of a majority independent board. WITHHOLD votes for Norman Metcalfe, Anthony Leggio, Geoffrey Stack, Daniel Tisch and Michael Winer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Michael Winer are warranted given that the board will lack racial or ethnic diversity at the board level following the annual meeting and there is no commitment to achieve racial/ethnic diversity within one year. A vote FOR the remaining director nominees is warranted.
Tejon Ranch Co.	05/09/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tejon Ranch Co.	05/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Tejon Ranch Co.	05/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tejon Ranch Co.	05/09/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive. * The plan allows for company loans to participants for the exercise of stock options.
Teladoc Health, Inc.	05/25/2023	Management	1	Yes	Elect Director Karen L. Daniel	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	2	Yes	Elect Director Sandra L. Fenwick	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	3	Yes	Elect Director Jason Gorevic	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	4	Yes	Elect Director Catherine A. Jacobson	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	5	Yes	Elect Director Thomas G. McKinley	For	For	Against	Against	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	6	Yes	Elect Director Kenneth H. Paulus	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	7	Yes	Elect Director David L. Shedlarz	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	8	Yes	Elect Director Mark Douglas Smith	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	9	Yes	Elect Director David B. Snow, Jr.	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Teladoc Health, Inc.	05/25/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.24 percent is excessive. * The company's three-year average burn rate is excessive. * The plan allows for company loans to officers for the exercise of awards.
Teladoc Health, Inc.	05/25/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Teladoc Health, Inc.	05/25/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Teladoc Health, Inc.	05/25/2023	Shareholder	14	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Telephone and Data Systems, Inc.	05/18/2023	Management	1	Yes	Elect Director Clarence A. Davis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/18/2023	Management	2	Yes	Elect Director George W. Off	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/18/2023	Management	3	Yes	Elect Director Wade Oosterman	For	For	For	For	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/18/2023	Management	4	Yes	Elect Director Dirk S. Woessner	For	For	For	For	WITHHOLD votes for non-independent nominees Clarence Davis and George Off are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Telephone and Data Systems, Inc.	05/18/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Telephone and Data Systems, Inc.	05/18/2023	Management	6	Yes	Approve Non-Employee Director Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Telephone and Data Systems, Inc.	05/18/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Telephone and Data Systems, Inc.	05/18/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Telephone and Data Systems, Inc.	05/18/2023	Shareholder	9	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as providing that all shares have an equal, one vote per share would promote accountability to shareholders and is a standard practice of good corporate governance.
Telos Corporation	05/08/2023	Management	1	Yes	Elect Director John B. Wood	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Borland, Bonnie Carroll, and Derrick Dockery are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/08/2023	Management	2	Yes	Elect Director David Borland	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Borland, Bonnie Carroll, and Derrick Dockery are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Telos Corporation	05/08/2023	Management	3	Yes	Elect Director John W. Maluda	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Borland, Bonnie Carroll, and Derrick Dockery are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/08/2023	Management	4	Yes	Elect Director Bonnie L. Carroll	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Borland, Bonnie Carroll, and Derrick Dockery are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/08/2023	Management	5	Yes	Elect Director Derrick D. Dockery	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Borland, Bonnie Carroll, and Derrick Dockery are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/08/2023	Management	6	Yes	Elect Director Bradley W. Jacobs	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Borland, Bonnie Carroll, and Derrick Dockery are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/08/2023	Management	7	Yes	Elect Director Fredrick D. Schaufeld	For	For	For	For	WITHHOLD votes for David Borland are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members David Borland, Bonnie Carroll, and Derrick Dockery are warranted for a material governance failure. The company's governing documents prohibit shareholders from amending the bylaws. A vote FOR the remaining director nominees is warranted.
Telos Corporation	05/08/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Telos Corporation	05/08/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Telos Corporation	05/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Concerns are raised with respect to the long-term incentive program. Total NEO compensation was mostly comprised of equity awards which lack objective performance criteria. Moreover, the CEO received a substantially larger number of shares as equity awards after a period of negative TSR underperformance, which risks for inflated value creation exists in the event the company's stock price rebounds.
Telos Corporation	05/08/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Tempur Sealy International, Inc.	05/11/2023	Management	1	Yes	Elect Director Evelyn S. Dilsaver	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	2	Yes	Elect Director Simon John Dyer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	3	Yes	Elect Director Cathy R. Gates	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	4	Yes	Elect Director John A. Heil	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	5	Yes	Elect Director Meredith Siegfried Madden	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	6	Yes	Elect Director Richard W. Neu	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	7	Yes	Elect Director Scott L. Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tempur Sealy International, Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite and related tax gross-ups to the CEO.
Tempur Sealy International, Inc.	05/11/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tenet Healthcare Corporation	05/25/2023	Management	1	Yes	Elect Director J. Robert Kerrey	For	For	Against	Against	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	2	Yes	Elect Director James L. Bierman	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.

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Tenet Healthcare Corporation	05/25/2023	Management	3	Yes	Elect Director Richard W. Fisher	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	4	Yes	Elect Director Meghan M. FitzGerald	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	5	Yes	Elect Director Cecil D. Haney	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	6	Yes	Elect Director Christopher S. Lynch	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	7	Yes	Elect Director Richard J. Mark	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	8	Yes	Elect Director Tammy Romo	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	9	Yes	Elect Director Saumya Sutaria	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	10	Yes	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Tenet Healthcare Corporation	05/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tenet Healthcare Corporation	05/25/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tenet Healthcare Corporation	05/25/2023	Shareholder	14	Yes	Report on Policies Regarding Patients' Right to Access Abortions in Emergencies	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
Teradata Corporation	05/09/2023	Management	1	Yes	Elect Director Daniel R. Fishback	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	2	Yes	Elect Director Stephen McMillan	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	3	Yes	Elect Director Kimberly K. Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	4	Yes	Elect Director Todd E. McElhatton	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Teradata Corporation	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Teradata Corporation	05/09/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Teradata Corporation	05/09/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Teradata Corporation	05/09/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Terex Corporation	05/18/2023	Management	1	Yes	Elect Director Paula H. J. Cholmondeley	For	For	Against	Against	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/18/2023	Management	2	Yes	Elect Director Donald DeFosset	For	For	Against	Against	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/18/2023	Management	3	Yes	Elect Director John L. Garrison, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/18/2023	Management	4	Yes	Elect Director Thomas J. Hansen	For	For	Against	Against	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/18/2023	Management	5	Yes	Elect Director Sandie O'Connor	For	For	For	For	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/18/2023	Management	6	Yes	Elect Director Christopher Rossi	For	For	For	For	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Terex Corporation	05/18/2023	Management	7	Yes	Elect Director Andra Rush	For	For	For	For	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/18/2023	Management	8	Yes	Elect Director David A. Sachs	For	For	Against	Against	Votes AGAINST non-independent nominees John Garrison Jr., David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr. and Thomas Hansen are warranted for lack of a majority independent board. Votes AGAINST David Sachs, Paula Cholmondeley, Donald (Don) DeFosset Jr., and Thomas Hansen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Terex Corporation	05/18/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no concerns were identified at this time.
Terex Corporation	05/18/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Terex Corporation	05/18/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Territorial Bancorp Inc.	05/18/2023	Management	1	Yes	Elect Director Howard Y. Ikeda	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Howard Ikeda are warranted for lack of a majority independent board. WITHHOLD votes for Howard Ikeda are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jan M. Sam is warranted.
Territorial Bancorp Inc.	05/18/2023	Management	2	Yes	Elect Director Jan M. Sam	For	For	For	For	WITHHOLD votes for non-independent nominee Howard Ikeda are warranted for lack of a majority independent board. WITHHOLD votes for Howard Ikeda are also warranted for serving as a non-independent member of a key board committee. A vote FOR Jan M. Sam is warranted.
Territorial Bancorp Inc.	05/18/2023	Management	3	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Territorial Bancorp Inc.	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as the identified pay-for-performance misalignment has been sufficiently mitigated.
Territorial Bancorp Inc.	05/18/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tetra Tech, Inc.	02/28/2023	Management	1	Yes	Elect Director Dan L. Batrack	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	2	Yes	Elect Director Gary R. Birkenbeuel	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	3	Yes	Elect Director Prashant Gandhi	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	4	Yes	Elect Director Joanne M. Maguire	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	5	Yes	Elect Director Christiana Obiaya	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Tetra Tech, Inc.	02/28/2023	Management	6	Yes	Elect Director Kimberly E. Ritrievi	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	7	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	8	Yes	Elect Director Kirsten M. Volpi	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Tetra Tech, Inc.	02/28/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tetra Tech, Inc.	02/28/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TETRA Technologies, Inc.	05/24/2023	Management	1	Yes	Elect Director Mark E. Baldwin	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	2	Yes	Elect Director Thomas R. Bates, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	3	Yes	Elect Director Christian A. Garcia	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	4	Yes	Elect Director John F. Glick	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	5	Yes	Elect Director Gina A. Luna	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	6	Yes	Elect Director Brady M. Murphy	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	7	Yes	Elect Director Sharon B. McGee	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	8	Yes	Elect Director Shawn D. Williams	For	For	For	For	WITHHOLD votes for Thomas (Tom) Bates Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TETRA Technologies, Inc.	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
TETRA Technologies, Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TETRA Technologies, Inc.	05/24/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TETRA Technologies, Inc.	05/24/2023	Management	12	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.

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TETRA Technologies, Inc.	05/24/2023	Management	13	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
TETRA Technologies, Inc.	05/24/2023	Management	14	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would enhance shareholder rights. Shareholder approval of this proposal would result in the immediate provision of the right to call special meetings with a 25-percent ownership threshold. A shareholder proposal on ballot (Item 11) requests the provision of the right with a 10-percent ownership threshold, which shareholders may view as a more reasonable threshold.
TETRA Technologies, Inc.	05/24/2023	Management	15	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted, as the simplification of the certificate and removal of obsolete amendments do not materially or adversely impact shareholder rights.
TETRA Technologies, Inc.	05/24/2023	Management	16	Yes	Adopt NOL Rights Plan (NOL Pill)	For	For	For	For	A vote FOR this proposal is warranted. The terms of the NOL pill appear reasonable, and the deferred tax assets generated from the company's net operating losses are material and, if utilized, would provide an economic benefit to the company.
TETRA Technologies, Inc.	05/24/2023	Management	17	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TETRA Technologies, Inc.	05/24/2023	Shareholder	18	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted. This shareholder proposal includes a 10 percent ownership threshold which shareholders may view as a more reasonable threshold than the 25 percent threshold proposed by management. This proposal would also represent an enhancement to shareholder rights, as shareholders do not currently have the right to call special meetings.
Texas Capital Bancshares, Inc.	04/18/2023	Management	1	Yes	Elect Director Paola M. Arbour	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	2	Yes	Elect Director Jonathan E. Baliff	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Texas Capital Bancshares, Inc.	04/18/2023	Management	3	Yes	Elect Director James H. Browning	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	4	Yes	Elect Director Rob C. Holmes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	5	Yes	Elect Director David S. Huntley	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	6	Yes	Elect Director Charles S. Hyle	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	7	Yes	Elect Director Thomas E. Long	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Texas Capital Bancshares, Inc.	04/18/2023	Management	8	Yes	Elect Director Elysia Holt Ragusa	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	9	Yes	Elect Director Steven P. Rosenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	10	Yes	Elect Director Robert W. Stallings	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	11	Yes	Elect Director Dale W. Tremblay	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Stallings, Robert (Rob) Holmes, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are warranted for lack of a majority independent board. WITHHOLD votes for Robert Stallings, James Browning, Elysia Ragusa, Steven (Steve) Rosenberg and Dale Tremblay are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Long are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Texas Capital Bancshares, Inc.	04/18/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Texas Capital Bancshares, Inc.	04/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The committee demonstrated sufficient responsiveness to low vote support for the 2022 say-on-pay proposal. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The committee returned to a multi-year measurement period in the LTI, although forward-looking goals are not disclosed. The FY22 STI program was predominantly based on strategic goals and the remainder on 14 financial metrics for which no individual weightings, pre-set targets, or results alongside the metrics were disclosed. While the company increased the proportion of quantitative metrics for the 2023 annual incentives, the proxy does not disclose whether such metrics will be based on pre-set, disclosed threshold, target and maximum goals. These STI concerns are exacerbated given a maximum payout on a relatively high target opportunity for the CEO.
Texas Capital Bancshares, Inc.	04/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Texas Roadhouse, Inc.	05/11/2023	Management	1	Yes	Elect Director Michael A. Crawford	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kathleen Widmer are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/11/2023	Management	2	Yes	Elect Director Donna E. Epps	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kathleen Widmer are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/11/2023	Management	3	Yes	Elect Director Gregory N. Moore	For	For	Withhold	Withhold	WITHHOLD votes for Gregory Moore and James Zarley are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kathleen Widmer are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/11/2023	Management	4	Yes	Elect Director Gerald L. Morgan	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kathleen Widmer are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/11/2023	Management	5	Yes	Elect Director Curtis A. Warfield	For	For	For	For	WITHHOLD votes for Gregory Moore and James Zarley are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kathleen Widmer are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.

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Texas Roadhouse, Inc.	05/11/2023	Management	6	Yes	Elect Director Kathleen M. Widmer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Gregory Moore and James Zarley are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kathleen Widmer are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/11/2023	Management	7	Yes	Elect Director James R. Zarley	For	For	Withhold	Withhold	WITHHOLD votes for Gregory Moore and James Zarley are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Kathleen Widmer are warranted for failing to attend at least 75 percent of her total board and committee meetings held during the fiscal year under review without disclosing the reason for the absences. A vote FOR the remaining director nominees is warranted.
Texas Roadhouse, Inc.	05/11/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Roadhouse, Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Texas Roadhouse, Inc.	05/11/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Texas Roadhouse, Inc.	05/11/2023	Shareholder	11	Yes	Report on Efforts to Reduce GHG Emissions in Alignment with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure on the company's efforts to reduce greenhouse gas emissions.
Textainer Group Holdings Limited	06/01/2023	Management	1	Yes	Elect Director David M. Nurek	For	For	Withhold	Withhold	WITHHOLD votes for David Nurek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Textainer Group Holdings Limited	06/01/2023	Management	2	Yes	Elect Director Christopher Hollis	For	For	For	For	WITHHOLD votes for David Nurek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Textainer Group Holdings Limited	06/01/2023	Management	3	Yes	Elect Director Grace Tang	For	For	For	For	WITHHOLD votes for David Nurek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Textainer Group Holdings Limited	06/01/2023	Management	4	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this resolution is warranted.
Textainer Group Holdings Limited	06/01/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Textainer Group Holdings Limited	06/01/2023	Management	6	Yes	Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the removal of the bye-law provision serves to have a positive impact on shareholder's rights.
The Aaron's Company, Inc.	05/03/2023	Management	1	Yes	Elect Director Walter G. Ehmer	For	For	For	For	A vote FOR all director nominees is warranted.
The Aaron's Company, Inc.	05/03/2023	Management	2	Yes	Elect Director Timothy A. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
The Aaron's Company, Inc.	05/03/2023	Management	3	Yes	Elect Director Marvonia P. Moore	For	For	For	For	A vote FOR all director nominees is warranted.
The Aaron's Company, Inc.	05/03/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Aaron's Company, Inc.	05/03/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Aaron's Company, Inc.	05/03/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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The Andersons, Inc.	05/05/2023	Management	1	Yes	Elect Director Patrick E. Bowe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	2	Yes	Elect Director Michael J. Anderson, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	3	Yes	Elect Director Gerard M. Anderson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	4	Yes	Elect Director Steven K. Campbell	For	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	5	Yes	Elect Director Gary A. Douglas	For	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	6	Yes	Elect Director Pamela S. Hershberger	For	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Andersons, Inc.	05/05/2023	Management	7	Yes	Elect Director Catherine M. Kilbane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	8	Yes	Elect Director Robert J. King, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	9	Yes	Elect Director Ross W. Manire	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	10	Yes	Elect Director John T. Stout, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Anderson Sr., Patrick (Pat) Bowe, Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Catherine (Cathy) Kilbane, Gerard Anderson, Robert (Bob) King Jr., Ross Manire and John Stout Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Andersons, Inc.	05/05/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The Andersons, Inc.	05/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Andersons, Inc.	05/05/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Andersons, Inc.	05/05/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	1	Yes	Approve PricewaterhouseCoopers Ltd. as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	2	Yes	Elect Director Michael Collins	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	3	Yes	Elect Director Alastair Barbour	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	4	Yes	Elect Director Sonia Baxendale	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	5	Yes	Elect Director Mark Lynch	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	6	Yes	Elect Director Ingrid Pierce	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	7	Yes	Elect Director Jana Schreuder	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	8	Yes	Elect Director Michael Schrum	For	For	For	For	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	9	Yes	Elect Director Pamela Thomas-Graham	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	10	Yes	Elect Director John Wright	For	For	Against	Against	Votes AGAINST non-independent nominees Michael Collins, Alastair Barbour, Michael Schrum and John Wright are warranted for lack of a two-thirds majority independent board. Votes AGAINST Alastair Barbour and John Wright are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Pamela Thomas-Graham are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
The Bank of N.T. Butterfield & Son Limited	05/24/2023	Management	11	Yes	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	Against	Against	A vote AGAINST this general share issuance authorization is warranted because the potential share capital increase is excessive.
The Boston Beer Company, Inc.	05/17/2023	Management	1	Yes	Elect Director Meghan V. Joyce	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. Furthermore, WITHHOLD votes are warranted for Governance Committee members Jean-Michel Valette, Meghan Joyce, and Michael Spillane for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
The Boston Beer Company, Inc.	05/17/2023	Management	2	Yes	Elect Director Michael Spillane	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. Furthermore, WITHHOLD votes are warranted for Governance Committee members Jean-Michel Valette, Meghan Joyce, and Michael Spillane for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.

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The Boston Beer Company, Inc.	05/17/2023	Management	3	Yes	Elect Director Jean-Michel Valette	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. Furthermore, WITHHOLD votes are warranted for Governance Committee members Jean-Michel Valette, Meghan Joyce, and Michael Spillane for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
The Boston Beer Company, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are raised by the somewhat limited disclosure in the annual and long-term incentive programs, as well as the decision to adjust performance goals for mid-flight bonus awards with limited rationale. However, these concerns are mitigated as CEO Burwick remained subject to the unadjusted annual incentive objectives, earning no award payout in line with company performance. Moreover, annual and long-term incentives were sufficiently performance-based.
The Boston Beer Company, Inc.	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Brink's Company	05/05/2023	Management	1	Yes	Elect Director Kathie J. Andrade	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	2	Yes	Elect Director Paul G. Boynton	For	For	Against	Against	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	3	Yes	Elect Director Ian D. Clough	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	4	Yes	Elect Director Susan E. Docherty	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	5	Yes	Elect Director Mark Eubanks	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	6	Yes	Elect Director Michael J. Herling	For	For	Against	Against	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	7	Yes	Elect Director A. Louis Parker	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	8	Yes	Elect Director Timothy J. Tynan	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Brink's Company	05/05/2023	Management	9	Yes	Elect Director Keith R. Wyche	For	For	For	For	Votes AGAINST Michael (Mike) Herling and Paul Boynton are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Brink's Company	05/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the CEO transition, the new CEO's pay level was set much lower than his predecessor's compensation. While there are certain ongoing concerns regarding transparency in the incentive programs, including how individual performance impacts STI payouts and a lack of target disclosure for long-term incentive awards, there are also positive features identified for FY22. The STI payout to the new CEO was aligned with the financial performance targets and the committee increased the proportion of equity granted as performance shares. Lastly, LTI awards returned to a three-year performance period.
The Brink's Company	05/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Brink's Company	05/05/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Buckle, Inc.	06/05/2023	Management	1	Yes	Elect Director Daniel J. Hirschfeld	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	2	Yes	Elect Director Dennis H. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	3	Yes	Elect Director Thomas B. Heacock	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	4	Yes	Elect Director Kari G. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Buckle, Inc.	06/05/2023	Management	5	Yes	Elect Director Hank M. Bounds	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	6	Yes	Elect Director Bill L. Fairfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	7	Yes	Elect Director Bruce L. Hoberman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	8	Yes	Elect Director Michael E. Huss	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	9	Yes	Elect Director Shruti S. Joshi	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	10	Yes	Elect Director Angie J. Klein	For	For	For	For	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Buckle, Inc.	06/05/2023	Management	11	Yes	Elect Director John P. Peetz, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	12	Yes	Elect Director Karen B. Rhoads	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	13	Yes	Elect Director James E. Shada	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel Hirschfeld, Dennis Nelson, Bill Fairfield, Thomas Heacock, Bruce Hoberman, Michael Huss, John (Jack) Peetz III, Karen Rhoads, James Shada and Kari Smith are warranted for lack of a majority independent board. WITHHOLD votes for Bill Fairfield, Bruce Hoberman, Michael Huss, John (Jack) Peetz III and James Shada are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Buckle, Inc.	06/05/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Buckle, Inc.	06/05/2023	Management	15	Yes	Approve Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Buckle, Inc.	06/05/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The Buckle, Inc.	06/05/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Cato Corporation	05/18/2023	Management	1	Yes	Elect Director Pamela L. Davies	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bryan Kennedy III and Thomas Henson are warranted for lack of a majority independent board. WITHHOLD votes for Bryan Kennedy III and Thomas Henson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Bryan Kennedy III are further warranted for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for incumbent Governance Committee members Bryan Kennedy III, Pamela Davies, and Thomas Henson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for compensation committee member Pamela Davies are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.

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The Cato Corporation	05/18/2023	Management	2	Yes	Elect Director Thomas B. Henson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bryan Kennedy III and Thomas Henson are warranted for lack of a majority independent board. WITHHOLD votes for Bryan Kennedy III and Thomas Henson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Bryan Kennedy III are further warranted for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for incumbent Governance Committee members Bryan Kennedy III, Pamela Davies, and Thomas Henson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for compensation committee member Pamela Davies are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.
The Cato Corporation	05/18/2023	Management	3	Yes	Elect Director Bryan F. Kennedy, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bryan Kennedy III and Thomas Henson are warranted for lack of a majority independent board. WITHHOLD votes for Bryan Kennedy III and Thomas Henson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Bryan Kennedy III are further warranted for failure to establish racial or ethnic diversity on the board. WITHHOLD votes for incumbent Governance Committee members Bryan Kennedy III, Pamela Davies, and Thomas Henson are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for compensation committee member Pamela Davies are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support.
The Cato Corporation	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support and the pay-for-performance misalignment is not sufficiently mitigated at this time. While short-term incentives are performance-based and were not earned when goals were not met, the CEO's salary is relatively high and equity awards are entirely time-vesting.
The Cato Corporation	05/18/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Cato Corporation	05/18/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Chefs' Warehouse, Inc.	05/12/2023	Management	1	Yes	Elect Director Ivy Brown	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	2	Yes	Elect Director Dominick Cerbone	For	For	Against	Against	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	3	Yes	Elect Director Joseph Cugine	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	4	Yes	Elect Director Steven F. Goldstone	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	5	Yes	Elect Director Alan Guarino	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Chefs' Warehouse, Inc.	05/12/2023	Management	6	Yes	Elect Director Stephen Hanson	For	For	Against	Against	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	7	Yes	Elect Director Aylwin Lewis	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	8	Yes	Elect Director Katherine Oliver	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	9	Yes	Elect Director Christopher Pappas	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	10	Yes	Elect Director John Pappas	For	For	For	For	Votes AGAINST Dominick Cerbone and Stephen Hanson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Chefs' Warehouse, Inc.	05/12/2023	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Chefs' Warehouse, Inc.	05/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.
The Chefs' Warehouse, Inc.	05/12/2023	Management	13	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable;* The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The Chemours Company	04/26/2023	Management	1	Yes	Elect Director Curtis V. Anastasio	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	2	Yes	Elect Director Mary B. Cranston	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	3	Yes	Elect Director Curtis J. Crawford	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	4	Yes	Elect Director Dawn L. Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	5	Yes	Elect Director Erin N. Kane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	6	Yes	Elect Director Sean D. Keohane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	7	Yes	Elect Director Mark E. Newman	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	8	Yes	Elect Director Guillaume Pepy	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	9	Yes	Elect Director Sandra Phillips Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Chemours Company	04/26/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Children's Place, Inc.	05/10/2023	Management	1	Yes	Elect Director John E. Bachman	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	2	Yes	Elect Director Marla Beck	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	3	Yes	Elect Director Elizabeth J. Boland	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	4	Yes	Elect Director Jane Elfers	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	5	Yes	Elect Director John A. Frascotti	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	6	Yes	Elect Director Tracey R. Griffin	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Children's Place, Inc.	05/10/2023	Management	7	Yes	Elect Director Katherine Kountze	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	8	Yes	Elect Director Norman Matthews	For	For	Against	Against	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	9	Yes	Elect Director Wesley S. McDonald	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	10	Yes	Elect Director Debby Reiner	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	11	Yes	Elect Director Michael Shaffer	For	For	For	For	Votes AGAINST Norman Matthews are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Children's Place, Inc.	05/10/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The Children's Place, Inc.	05/10/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive amount for the CEO's automobile perquisites.
The Children's Place, Inc.	05/10/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Community Financial Corporation	06/20/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. Although the revised consideration represents a discount to the unaffected price at current prices, the consideration appears to be reasonable, and the strategic rationale appears logical in that the parties expect to realize cost savings and revenue synergies. Moreover, the decline in share price of both companies appears consistent with headwinds facing the banking sector, and no shareholders have publicly expressed dissatisfaction with the deal.
The Community Financial Corporation	06/20/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	* Support for the golden parachute proposal (Item 2) is warranted. Cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and all outstanding equity will only vest upon a qualifying termination.
The Community Financial Corporation	06/20/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
The Duckhorn Portfolio, Inc.	01/20/2023	Management	1	Yes	Elect Director Melanie Cox	For	Against	Against	Against	Votes AGAINST non-independent nominee James O'Hara are warranted for lack of a majority independent board. Votes AGAINST James O'Hara are also warranted for serving as a non-independent member of a key board committee. A vote AGAINST director nominees Melanie Cox, Adriel Lares, and James O'Hara is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.

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The Duckhorn Portfolio, Inc.	01/20/2023	Management	2	Yes	Elect Director Adriel Lares	For	Against	Against	Against	Votes AGAINST non-independent nominee James O'Hara are warranted for lack of a majority independent board. Votes AGAINST James O'Hara are also warranted for serving as a non-independent member of a key board committee. A vote AGAINST director nominees Melanie Cox, Adriel Lares, and James O'Hara is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
The Duckhorn Portfolio, Inc.	01/20/2023	Management	3	Yes	Elect Director James O'Hara	For	Against	Against	Against	Votes AGAINST non-independent nominee James O'Hara are warranted for lack of a majority independent board. Votes AGAINST James O'Hara are also warranted for serving as a non-independent member of a key board committee. A vote AGAINST director nominees Melanie Cox, Adriel Lares, and James O'Hara is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
The Duckhorn Portfolio, Inc.	01/20/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Duckhorn Portfolio, Inc.	01/20/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Duckhorn Portfolio, Inc.	01/20/2023	Management	6	Yes	Amend Restated Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
The First Bancorp, Inc.	04/26/2023	Management	1	Yes	Elect Director Robert B. Gregory	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/26/2023	Management	2	Yes	Elect Director Renee W. Kelly	For	For	For	For	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/26/2023	Management	3	Yes	Elect Director Tony C. McKim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.

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The First Bancorp, Inc.	04/26/2023	Management	4	Yes	Elect Director Cornelius J. Russell	For	For	For	For	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/26/2023	Management	5	Yes	Elect Director Stuart G. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/26/2023	Management	6	Yes	Elect Director Kimberly S. Swan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/26/2023	Management	7	Yes	Elect Director Bruce B. Tindal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/26/2023	Management	8	Yes	Elect Director F. Stephen Ward	For	For	For	For	WITHHOLD votes for non-independent nominees Tony McKim, Robert Gregory, Stuart Smith and Bruce Tindal are warranted for lack of a majority independent board. WITHHOLD votes for Stuart Smith and Bruce Tindal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Kimberly (Kim) Swan are warranted for lack of diversity on the board. A vote FOR the remaining director nominees is warranted.
The First Bancorp, Inc.	04/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The First Bancorp, Inc.	04/26/2023	Management	10	Yes	Ratify BerryDunn McNeil & Parker, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The First Bancshares, Inc.	05/25/2023	Management	1	Yes	Elect Director Ted E. Parker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ted Parker and J. Douglas Seidenburg are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker and J. Douglas Seidenburg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/25/2023	Management	2	Yes	Elect Director J. Douglas Seidenburg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ted Parker and J. Douglas Seidenburg are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker and J. Douglas Seidenburg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The First Bancshares, Inc.	05/25/2023	Management	3	Yes	Elect Director Renee Moore	For	For	For	For	WITHHOLD votes for non-independent nominees Ted Parker and J. Douglas Seidenburg are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker and J. Douglas Seidenburg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/25/2023	Management	4	Yes	Elect Director Valencia M. Williamson	For	For	For	For	WITHHOLD votes for non-independent nominees Ted Parker and J. Douglas Seidenburg are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker and J. Douglas Seidenburg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/25/2023	Management	5	Yes	Elect Director Jonathan A. Levy	For	For	For	For	WITHHOLD votes for non-independent nominees Ted Parker and J. Douglas Seidenburg are warranted for lack of a majority independent board. WITHHOLD votes for Ted Parker and J. Douglas Seidenburg are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First Bancshares, Inc.	05/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the company maintains an employment agreement with the CEO that provides for problematic single-trigger cash payment.
The First Bancshares, Inc.	05/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The First Bancshares, Inc.	05/25/2023	Management	8	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable.
The First Bancshares, Inc.	05/25/2023	Management	9	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
The First Bancshares, Inc.	05/25/2023	Management	10	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The First of Long Island Corporation	04/18/2023	Management	1	Yes	Elect Director Christopher Becker	For	For	For	For	WITHHOLD votes for Walter Teagle III and Milbrey Rennie Taylor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/18/2023	Management	2	Yes	Elect Director J. Abbott R. Cooper	For	For	For	For	WITHHOLD votes for Walter Teagle III and Milbrey Rennie Taylor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/18/2023	Management	3	Yes	Elect Director John J. Desmond	For	For	For	For	WITHHOLD votes for Walter Teagle III and Milbrey Rennie Taylor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/18/2023	Management	4	Yes	Elect Director Edward J. Haye	For	For	For	For	WITHHOLD votes for Walter Teagle III and Milbrey Rennie Taylor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/18/2023	Management	5	Yes	Elect Director Louisa M. Ives	For	For	For	For	WITHHOLD votes for Walter Teagle III and Milbrey Rennie Taylor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/18/2023	Management	6	Yes	Elect Director Milbrey Rennie Taylor	For	For	Withhold	Withhold	WITHHOLD votes for Walter Teagle III and Milbrey Rennie Taylor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The First of Long Island Corporation	04/18/2023	Management	7	Yes	Elect Director Walter C. Teagle, III	For	For	Withhold	Withhold	WITHHOLD votes for Walter Teagle III and Milbrey Rennie Taylor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The First of Long Island Corporation	04/18/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The First of Long Island Corporation	04/18/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The First of Long Island Corporation	04/18/2023	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Gap, Inc.	05/09/2023	Management	1	Yes	Elect Director Richard Dickson	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	2	Yes	Elect Director Elisabeth B. Donohue	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	3	Yes	Elect Director Robert J. Fisher	For	Against	Against	Against	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	4	Yes	Elect Director William S. Fisher	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	5	Yes	Elect Director Tracy Gardner	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	6	Yes	Elect Director Kathryn Hall	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	7	Yes	Elect Director Bob L. Martin	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	8	Yes	Elect Director Amy Miles	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	9	Yes	Elect Director Chris O'Neill	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	10	Yes	Elect Director Mayo A. Shattuck, III	For	For	Against	Against	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	11	Yes	Elect Director Tariq Shaukat	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	12	Yes	Elect Director Salaam Coleman Smith	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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The Gap, Inc.	05/09/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set financial metrics and target goals were set above the previous year's actual results. In addition, a majority of the annual-cycle equity awards are performance conditioned and measured over a multi-year period. While the interim CEO's long-term incentives were entirely time-vesting, this concern is somewhat mitigated given the short-term nature of his position and because a portion of his awards were granted in connection with his role as executive chairman. Further, NEOs did not receive payouts under the annual incentive program and closing-cycle PSUs were not earned, which is generally aligned with recent financial and TSR performance.
The Gap, Inc.	05/09/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Gap, Inc.	05/09/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.98 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Goodyear Tire & Rubber Company	04/10/2023	Management	1	Yes	Elect Director Norma B. Clayton	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	2	Yes	Elect Director James A. Firestone	For	For	Against	Against	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	3	Yes	Elect Director Werner Geissler	For	For	Against	Against	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	4	Yes	Elect Director Laurette T. Koellner	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	5	Yes	Elect Director Richard J. Kramer	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	6	Yes	Elect Director Karla R. Lewis	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	7	Yes	Elect Director Prashanth Mahendra-Rajah	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	8	Yes	Elect Director John E. McGlade	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	9	Yes	Elect Director Roderick A. Palmore	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	10	Yes	Elect Director Hera K. Siu	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	11	Yes	Elect Director Michael R. Wessel	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Goodyear Tire & Rubber Company	04/10/2023	Management	12	Yes	Elect Director Thomas L. Williams	For	For	For	For	Votes AGAINST James Firestone and Werner Geissler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goodyear Tire & Rubber Company	04/10/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. While the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal, the pay-for-performance misalignment is only somewhat mitigated. Short- and long-term incentives are primarily performance-based, although some concerns are raised given that performance awards will continue to utilize one-year performance periods and equity award vesting is relatively short for retirement-eligible officers.
The Goodyear Tire & Rubber Company	04/10/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Goodyear Tire & Rubber Company	04/10/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Goodyear Tire & Rubber Company	04/10/2023	Management	16	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would improve shareholder rights.
The Goodyear Tire & Rubber Company	04/10/2023	Shareholder	17	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
The Gorman-Rupp Company	04/27/2023	Management	1	Yes	Elect Director Donald H. Bullock, Jr.	For	For	For	For	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	2	Yes	Elect Director Jeffrey S. Gorman	For	For	For	For	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	3	Yes	Elect Director M. Ann Harlan	For	For	Withhold	Withhold	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	4	Yes	Elect Director Scott A. King	For	For	For	For	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	5	Yes	Elect Director Christopher H. Lake	For	For	Withhold	Withhold	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	6	Yes	Elect Director Sonja K. McClelland	For	For	For	For	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	7	Yes	Elect Director Vincent K. Petrella	For	For	For	For	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Gorman-Rupp Company	04/27/2023	Management	8	Yes	Elect Director Kenneth R. Reynolds	For	For	For	For	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	9	Yes	Elect Director Charmaine R. Riggins	For	For	For	For	WITHHOLD votes for M. Ann Harlan and Christopher Lake are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gorman-Rupp Company	04/27/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The Gorman-Rupp Company	04/27/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Gorman-Rupp Company	04/27/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Greenbrier Companies, Inc.	01/06/2023	Management	1	Yes	Elect Director Wanda F. Felton	For	For	For	For	WITHHOLD votes for Graeme Jack are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Greenbrier Companies, Inc.	01/06/2023	Management	2	Yes	Elect Director Graeme A. Jack	For	For	Withhold	Withhold	WITHHOLD votes for Graeme Jack are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Greenbrier Companies, Inc.	01/06/2023	Management	3	Yes	Elect Director David L. Starling	For	For	For	For	WITHHOLD votes for Graeme Jack are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Greenbrier Companies, Inc.	01/06/2023	Management	4	Yes	Elect Director Lorie L. Tekorius	For	For	For	For	WITHHOLD votes for Graeme Jack are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Greenbrier Companies, Inc.	01/06/2023	Management	5	Yes	Elect Director Wendy L. Teramoto	For	For	For	For	WITHHOLD votes for Graeme Jack are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Greenbrier Companies, Inc.	01/06/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
The Greenbrier Companies, Inc.	01/06/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hackett Group, Inc.	05/04/2023	Management	1	Yes	Elect Director John R. Harris	For	For	Against	Against	Votes AGAINST non-independent nominee John Harris are warranted for lack of a majority independent board. Votes AGAINST John Harris are also warranted for serving as a non-independent member of a key board committee.
The Hackett Group, Inc.	05/04/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The Hackett Group, Inc.	05/04/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Hackett Group, Inc.	05/04/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hanover Insurance Group, Inc.	05/09/2023	Management	1	Yes	Elect Director Francisco A. Aristeguieta	For	For	For	For	A vote FOR all director nominees is warranted.
The Hanover Insurance Group, Inc.	05/09/2023	Management	2	Yes	Elect Director Jane D. Carlin	For	For	For	For	A vote FOR all director nominees is warranted.
The Hanover Insurance Group, Inc.	05/09/2023	Management	3	Yes	Elect Director Elizabeth A. Ward	For	For	For	For	A vote FOR all director nominees is warranted.
The Hanover Insurance Group, Inc.	05/09/2023	Management	4	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The Hanover Insurance Group, Inc.	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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The Hanover Insurance Group, Inc.	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Hanover Insurance Group, Inc.	05/09/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Howard Hughes Corporation	05/25/2023	Management	1	Yes	Elect Director William A. Ackman	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	2	Yes	Elect Director David Eun	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	3	Yes	Elect Director Adam Flatto	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	4	Yes	Elect Director Beth Kaplan	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	5	Yes	Elect Director Allen Model	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	6	Yes	Elect Director David O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Howard Hughes Corporation	05/25/2023	Management	7	Yes	Elect Director R. Scot Sellers	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	8	Yes	Elect Director Steven Shepsman	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	9	Yes	Elect Director Mary Ann Tighe	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	10	Yes	Elect Director Anthony Williams	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Howard Hughes Corporation	05/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Howard Hughes Corporation	05/25/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Joint Corp.	05/25/2023	Management	1	Yes	Elect Director Matthew E. Rubel	For	For	For	For	A vote FOR all director nominees is warranted.
The Joint Corp.	05/25/2023	Management	2	Yes	Elect Director Ronald V. DaVella	For	For	For	For	A vote FOR all director nominees is warranted.
The Joint Corp.	05/25/2023	Management	3	Yes	Elect Director Suzanne M. Decker	For	For	For	For	A vote FOR all director nominees is warranted.
The Joint Corp.	05/25/2023	Management	4	Yes	Elect Director Peter D. Holt	For	For	For	For	A vote FOR all director nominees is warranted.
The Joint Corp.	05/25/2023	Management	5	Yes	Elect Director Abe Hong	For	For	For	For	A vote FOR all director nominees is warranted.
The Joint Corp.	05/25/2023	Management	6	Yes	Elect Director Glenn J. Krevlin	For	For	For	For	A vote FOR all director nominees is warranted.
The Joint Corp.	05/25/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The Joint Corp.	05/25/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted at this time.
The Joint Corp.	05/25/2023	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The Manitowoc Company, Inc.	05/02/2023	Management	1	Yes	Elect Director Anne E. Belec	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.

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The Manitowoc Company, Inc.	05/02/2023	Management	2	Yes	Elect Director Robert G. Bohn	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	3	Yes	Elect Director Anne M. Cooney	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	4	Yes	Elect Director Amy R. Davis	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	5	Yes	Elect Director Kenneth W. Krueger	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	6	Yes	Elect Director Robert W. Malone	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	7	Yes	Elect Director C. David Myers	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	8	Yes	Elect Director John C. Pfeifer	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	9	Yes	Elect Director Aaron H. Ravenscroft	For	For	For	For	WITHHOLD votes for Robert Bohn are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. A vote FOR the remaining director nominees is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
The Manitowoc Company, Inc.	05/02/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Manitowoc Company, Inc.	05/02/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The New York Times Company	04/26/2023	Management	1	Yes	Elect Director Beth Brooke	For	For	For	For	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The New York Times Company	04/26/2023	Management	2	Yes	Elect Director Rachel Glaser	For	For	For	For	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/26/2023	Management	3	Yes	Elect Director Brian P. McAndrews	For	For	For	For	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/26/2023	Management	4	Yes	Elect Director John W. Rogers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/26/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The New York Times Company	04/26/2023	Management	6	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The ODP Corporation	04/25/2023	Management	1	Yes	Elect Director Quincy L. Allen	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	2	Yes	Elect Director Kristin A. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	3	Yes	Elect Director Marcus B. Dunlop	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	4	Yes	Elect Director Cynthia T. Jamison	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	5	Yes	Elect Director Shashank Samant	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	6	Yes	Elect Director Wendy L. Schoppert	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	7	Yes	Elect Director Gerry P. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	8	Yes	Elect Director David M. Szymanski	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	9	Yes	Elect Director Joseph S. Vassalluzzo	For	For	For	For	A vote FOR all director nominees is warranted.
The ODP Corporation	04/25/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The ODP Corporation	04/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The ODP Corporation	04/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The ONE Group Hospitality, Inc.	05/17/2023	Management	1	Yes	Elect Director Dimitrios Angelis	For	For	For	For	A vote FOR all director nominees is warranted.
The ONE Group Hospitality, Inc.	05/17/2023	Management	2	Yes	Elect Director Michael Serruya	For	For	For	For	A vote FOR all director nominees is warranted.
The ONE Group Hospitality, Inc.	05/17/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The ONE Group Hospitality, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's performance-based equity awards are subject to a retesting feature given that awards allocated to 12-month calculation periods when goals were not met may be earned in full at a later time. In addition, other NEOs received purely time-based equity awards, with certain awards vesting in full one year after grant. In addition, concerns are raised with respect to the company's use of above-median benchmarking which targets the CEO's total compensation at the 75th percentile of its peers, a lack of risk mitigators, the inclusion of single-trigger equity vesting acceleration and problematic modified single-trigger severance in existing change in control agreement.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Pennant Group, Inc.	05/25/2023	Management	1	Yes	Elect Director Christopher R. Christensen	For	Against	Against	Against	A vote AGAINST incumbent director nominees Christopher Christensen and John Nackel is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Brent Guerisoli, is warranted.
The Pennant Group, Inc.	05/25/2023	Management	2	Yes	Elect Director John G. Nackel	For	Against	Against	Against	A vote AGAINST incumbent director nominees Christopher Christensen and John Nackel is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Brent Guerisoli, is warranted.
The Pennant Group, Inc.	05/25/2023	Management	3	Yes	Elect Director Brent J. Guerisoli	For	For	For	For	A vote AGAINST incumbent director nominees Christopher Christensen and John Nackel is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominee, Brent Guerisoli, is warranted.
The Pennant Group, Inc.	05/25/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Pennant Group, Inc.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The RMR Group Inc.	03/29/2023	Management	1	Yes	Elect Director Jennifer B. Clark	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. WITHHOLD votes are also warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/29/2023	Management	2	Yes	Elect Director Ann Logan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. WITHHOLD votes are also warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The RMR Group Inc.	03/29/2023	Management	3	Yes	Elect Director Rosen Plevneliev	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. WITHHOLD votes are also warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/29/2023	Management	4	Yes	Elect Director Adam D. Portnoy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. WITHHOLD votes are also warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/29/2023	Management	5	Yes	Elect Director Jonathan Veitch	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. WITHHOLD votes are also warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.
The RMR Group Inc.	03/29/2023	Management	6	Yes	Elect Director Walter C. Watkins, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. WITHHOLD votes are also warranted for Governance Committee members Rosen Plevneliev, Ann Logan, Jonathan Veitch, and Walter Watkins Jr. for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Adam Portnoy as his ownership of the supervoting shares through ABP Trust provide him with voting power control of the company. A vote FOR Jennifer B. Clark is warranted.

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The RMR Group Inc.	03/29/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company does not disclose any pre-set metrics and goals for the executive's bonus and equity awards; * The company's change-in-control agreements with certain executives contain single-trigger equity vesting acceleration; and * The company lacks several risk-mitigating provisions, including a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
The RMR Group Inc.	03/29/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The St. Joe Company	05/16/2023	Management	1	Yes	Elect Director Cesar L. Alvarez	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chairman Howard Frank are also warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/16/2023	Management	2	Yes	Elect Director Bruce R. Berkowitz	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chairman Howard Frank are also warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/16/2023	Management	3	Yes	Elect Director Howard S. Frank	For	Against	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chairman Howard Frank are also warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/16/2023	Management	4	Yes	Elect Director Jorge L. Gonzalez	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chairman Howard Frank are also warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/16/2023	Management	5	Yes	Elect Director Thomas P. Murphy, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Bruce Berkowitz, Jorge Gonzalez, Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are warranted for lack of a majority independent board. Votes AGAINST Cesar Alvarez, Howard Frank and Thomas Murphy Jr. are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chairman Howard Frank are also warranted for failing to establish gender diversity on the board.
The St. Joe Company	05/16/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
The St. Joe Company	05/16/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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The St. Joe Company	05/16/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Timken Company	05/05/2023	Management	1	Yes	Elect Director Maria A. Crowe	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	2	Yes	Elect Director Elizabeth A. Harrell	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	3	Yes	Elect Director Richard G. Kyle	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	4	Yes	Elect Director Sarah C. Lauber	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	5	Yes	Elect Director John A. Luke, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	6	Yes	Elect Director Christopher L. Mapes	For	For	Withhold	Withhold	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	7	Yes	Elect Director James F. Palmer	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	8	Yes	Elect Director Ajita G. Rajendra	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	9	Yes	Elect Director Frank C. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Timken Company	05/05/2023	Management	10	Yes	Elect Director John M. Timken, Jr.	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	11	Yes	Elect Director Ward J. Timken, Jr.	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Timken Company	05/05/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Timken Company	05/05/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Timken Company	05/05/2023	Management	15	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
The Timken Company	05/05/2023	Shareholder	16	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted, as it would enhance the existing shareholder right to call special meetings. Although the proposal also requests the elimination of a one-year holding period provision, the precatory proposal inherently affords the board flexibility to maintain appropriate safeguards against abuse.
The Wendy's Company	05/16/2023	Management	1	Yes	Elect Director Nelson Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	2	Yes	Elect Director Peter W. May	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	3	Yes	Elect Director Matthew H. Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Wendy's Company	05/16/2023	Management	4	Yes	Elect Director Michelle Caruso-Cabrera	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	5	Yes	Elect Director Kristin A. Dolan	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	6	Yes	Elect Director Kenneth W. Gilbert	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	7	Yes	Elect Director Richard H. Gomez	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	8	Yes	Elect Director Joseph A. Levato	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	9	Yes	Elect Director Michelle "Mich" J. Mathews-Spradlin	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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The Wendy's Company	05/16/2023	Management	10	Yes	Elect Director Todd A. Penegor	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	11	Yes	Elect Director Peter H. Rothschild	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	12	Yes	Elect Director Arthur B. Winkleblack	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Wendy's Company	05/16/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Wendy's Company	05/16/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Wendy's Company	05/16/2023	Shareholder	16	Yes	Amend Proxy Access Right	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proposed proxy access requirements are less robust than the prevalent market standards. Many shareholders may be uncomfortable with the proposed 2 percent threshold given the company's market cap, especially when combined with the proposed removal of the current 25 shareholder aggregation limit, and may view the current proxy access right as providing a better balance between a meaningful right to participate in the director nomination process with the need to avoid potential disruption.
The Wendy's Company	05/16/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
The Wendy's Company	05/16/2023	Shareholder	18	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The York Water Company	05/01/2023	Management	1	Yes	Elect Director Joseph T. Hand	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Hand and Ernest Waters are warranted for lack of a majority independent board. WITHHOLD votes for Ernest Waters are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The York Water Company	05/01/2023	Management	2	Yes	Elect Director Erin C. McGlaughlin	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Hand and Ernest Waters are warranted for lack of a majority independent board. WITHHOLD votes for Ernest Waters are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The York Water Company	05/01/2023	Management	3	Yes	Elect Director Laura T. Wand	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph Hand and Ernest Waters are warranted for lack of a majority independent board. WITHHOLD votes for Ernest Waters are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The York Water Company	05/01/2023	Management	4	Yes	Elect Director Ernest J. Waters	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph Hand and Ernest Waters are warranted for lack of a majority independent board. WITHHOLD votes for Ernest Waters are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The York Water Company	05/01/2023	Management	5	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The York Water Company	05/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The York Water Company	05/01/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tidewater Inc.	06/26/2023	Management	1	Yes	Elect Director Darron M. Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	2	Yes	Elect Director Melissa Cogle	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	3	Yes	Elect Director Dick H. Fagerstal	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	4	Yes	Elect Director Quintin V. Kneen	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	5	Yes	Elect Director Louis A. Raspino	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	6	Yes	Elect Director Robert E. Robotti	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	7	Yes	Elect Director Kenneth H. Traub	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	8	Yes	Elect Director Lois K. Zabrocky	For	For	For	For	A vote FOR all director nominees is warranted.
Tidewater Inc.	06/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Tidewater Inc.	06/26/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tile Shop Holdings, Inc.	06/13/2023	Management	1	Yes	Elect Director Peter H. Kamin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee chair Peter Kamin for lack of ethnic or racial diversity on the board. A vote FOR director nominee Mark Bonney is warranted.
Tile Shop Holdings, Inc.	06/13/2023	Management	2	Yes	Elect Director Mark J. Bonney	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee chair Peter Kamin for lack of ethnic or racial diversity on the board. A vote FOR director nominee Mark Bonney is warranted.
Tile Shop Holdings, Inc.	06/13/2023	Management	3	No	Ratify Ernst & Young LLP as Auditors - Withdrawn					
Tile Shop Holdings, Inc.	06/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tilly's, Inc.	06/14/2023	Management	1	Yes	Elect Director Hezy Shaked	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/14/2023	Management	2	Yes	Elect Director Teresa L. Aragoness	For	For	For	For	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/14/2023	Management	3	Yes	Elect Director Erin M. Chin	For	For	For	For	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/14/2023	Management	4	Yes	Elect Director Doug Collier	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Tilly's, Inc.	06/14/2023	Management	5	Yes	Elect Director Seth Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/14/2023	Management	6	Yes	Elect Director Janet E. Kerr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/14/2023	Management	7	Yes	Elect Director Edmond Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tilly's, Inc.	06/14/2023	Management	8	Yes	Elect Director Bernard Zeichner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Hezy Shaked, Edmond (Ed) Thomas, Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are warranted for lack of a majority independent board. WITHHOLD votes for Douglas (Doug) Collier, Seth Johnson, Janet Kerr, and Bernard Zeichner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Douglas (Doug) Collier, Seth Johnson, and Janet Kerr for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Hezy Shaked as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Tilly's, Inc.	06/14/2023	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tilly's, Inc.	06/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Timberland Bancorp, Inc.	01/24/2023	Management	1	Yes	Elect Director Jon C. Parker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Parker and Michael Stoney are warranted for lack of a majority independent board. WITHHOLD votes for Michael Stoney are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kelly A. Suter is warranted.
Timberland Bancorp, Inc.	01/24/2023	Management	2	Yes	Elect Director Michael J. Stoney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jon Parker and Michael Stoney are warranted for lack of a majority independent board. WITHHOLD votes for Michael Stoney are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kelly A. Suter is warranted.
Timberland Bancorp, Inc.	01/24/2023	Management	3	Yes	Elect Director Kelly A. Suter	For	For	For	For	WITHHOLD votes for non-independent nominees Jon Parker and Michael Stoney are warranted for lack of a majority independent board. WITHHOLD votes for Michael Stoney are also warranted for serving as a non-independent member of a key board committee. A vote FOR Kelly A. Suter is warranted.
Timberland Bancorp, Inc.	01/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Timberland Bancorp, Inc.	01/24/2023	Management	5	Yes	Ratify Delap LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TimkenSteel Corporation	05/02/2023	Management	1	Yes	Elect Director Nicholas J. Chirekos	For	For	For	For	A vote FOR all director nominees is warranted.
TimkenSteel Corporation	05/02/2023	Management	2	Yes	Elect Director Randall H. Edwards	For	For	For	For	A vote FOR all director nominees is warranted.
TimkenSteel Corporation	05/02/2023	Management	3	Yes	Elect Director Randall A. Wotring	For	For	For	For	A vote FOR all director nominees is warranted.
TimkenSteel Corporation	05/02/2023	Management	4	Yes	Elect Director Mary Ellen Baker	For	For	For	For	A vote FOR all director nominees is warranted.
TimkenSteel Corporation	05/02/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TimkenSteel Corporation	05/02/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Tiptree Inc.	06/06/2023	Management	1	Yes	Elect Director Paul M. Friedman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Paul Friedman and Bradley Smith for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR director nominee Randy Maultsby is warranted.
Tiptree Inc.	06/06/2023	Management	2	Yes	Elect Director Randy S. Maultsby	For	For	For	For	WITHHOLD votes are warranted for governance committee members Paul Friedman and Bradley Smith for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR director nominee Randy Maultsby is warranted.
Tiptree Inc.	06/06/2023	Management	3	Yes	Elect Director Bradley E. Smith	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Paul Friedman and Bradley Smith for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the bylaws. A vote FOR director nominee Randy Maultsby is warranted.
Tiptree Inc.	06/06/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tiptree Inc.	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made a significant severance payment to the former CFO. The proxy discloses that the NEO ceased to serve as CFO and does not indicate that the separation was a qualifying termination. The payment of significant severance for what is described as a resignation is a problematic practice.
Tiptree Inc.	06/06/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Titan International, Inc.	06/08/2023	Management	1	Yes	Elect Director Richard M. Cashin, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent director nominees are warranted for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes for Nominating Committee chair Max Guinn are warranted for lack of racial or ethnic diversity on the board.
Titan International, Inc.	06/08/2023	Management	2	Yes	Elect Director Max A. Guinn	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent director nominees are warranted for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes for Nominating Committee chair Max Guinn are warranted for lack of racial or ethnic diversity on the board.
Titan International, Inc.	06/08/2023	Management	3	Yes	Elect Director Mark H. Rachesky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent director nominees are warranted for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes for Nominating Committee chair Max Guinn are warranted for lack of racial or ethnic diversity on the board.
Titan International, Inc.	06/08/2023	Management	4	Yes	Elect Director Paul G. Reitz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent director nominees are warranted for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes for Nominating Committee chair Max Guinn are warranted for lack of racial or ethnic diversity on the board.

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Titan International, Inc.	06/08/2023	Management	5	Yes	Elect Director Anthony L. Soave	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent director nominees are warranted for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes for Nominating Committee chair Max Guinn are warranted for lack of racial or ethnic diversity on the board.
Titan International, Inc.	06/08/2023	Management	6	Yes	Elect Director Maurice M. Taylor, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent director nominees are warranted for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes for Nominating Committee chair Max Guinn are warranted for lack of racial or ethnic diversity on the board.
Titan International, Inc.	06/08/2023	Management	7	Yes	Elect Director Laura K. Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Maurice Taylor Jr. (The Grizz), Paul Reitz, Richard (Dick) Cashin Jr. and Anthony Soave are warranted for lack of a majority independent board. WITHHOLD votes for Richard (Dick) Cashin Jr. and Anthony Soave are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for all incumbent director nominees are warranted for demonstrating poor responsiveness to shareholder concerns following low say-on-pay support in consecutive years. WITHHOLD votes for Nominating Committee chair Max Guinn are warranted for lack of racial or ethnic diversity on the board.
Titan International, Inc.	06/08/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Titan International, Inc.	06/08/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. * The company maintains legacy agreements that contain a modified single trigger change-in-control provision. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company does not disclose any pre-set metrics and goals for the CEO's and other NEOs' bonus and equity awards.
Titan International, Inc.	06/08/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Titan Machinery Inc.	06/05/2023	Management	1	Yes	Elect Director Tony Christianson	For	For	Withhold	Withhold	WITHHOLD votes for Anton (Tony) Christianson are warranted for serving as a non-independent member of a key board committee. A vote FOR Christine Hamilton is warranted.
Titan Machinery Inc.	06/05/2023	Management	2	Yes	Elect Director Christine Hamilton	For	For	For	For	WITHHOLD votes for Anton (Tony) Christianson are warranted for serving as a non-independent member of a key board committee. A vote FOR Christine Hamilton is warranted.

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Titan Machinery Inc.	06/05/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. A significant portion of an NEO's equity awards vested upon his resignation, which does not appear to be involuntary.
Titan Machinery Inc.	06/05/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Titan Machinery Inc.	06/05/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Toll Brothers, Inc.	03/07/2023	Management	1	Yes	Elect Director Douglas C. Yearley, Jr.	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	2	Yes	Elect Director Stephen F. East	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	3	Yes	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	4	Yes	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	5	Yes	Elect Director Derek T. Kan	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	6	Yes	Elect Director Carl B. Marbach	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	7	Yes	Elect Director John A. McLean	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	8	Yes	Elect Director Wendell E. Pritchett	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	9	Yes	Elect Director Paul E. Shapiro	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	10	Yes	Elect Director Scott D. Stowell	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Toll Brothers, Inc.	03/07/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Toll Brothers, Inc.	03/07/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Tompkins Financial Corporation	05/09/2023	Management	1	Yes	Elect Director John E. Alexander	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	2	Yes	Elect Director Paul J. Battaglia	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	3	Yes	Elect Director Nancy E. Catarisano	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	4	Yes	Elect Director Daniel J. Fessenden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	5	Yes	Elect Director James W. Fulmer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	6	Yes	Elect Director Patricia A. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Tompkins Financial Corporation	05/09/2023	Management	7	Yes	Elect Director Angela B. Lee	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	8	Yes	Elect Director John D. McClurg	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	9	Yes	Elect Director Ita M. Rahilly	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	10	Yes	Elect Director Thomas R. Rochon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	11	Yes	Elect Director Stephen S. Romaine	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	12	Yes	Elect Director Michael H. Spain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Tompkins Financial Corporation	05/09/2023	Management	13	Yes	Elect Director Jennifer R. Tegan	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	14	Yes	Elect Director Alfred J. Weber	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Rochon, Stephen Romaine, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer, Patricia Johnson and Michael Spain are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Rochon, John Alexander, Paul Battaglia, Daniel Fessenden, James Fulmer and Patricia Johnson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tompkins Financial Corporation	05/09/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Bonuses are ultimately discretionary and performance-based equity awards target merely the median performance of the peer group.
Tompkins Financial Corporation	05/09/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tompkins Financial Corporation	05/09/2023	Management	17	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Tompkins Financial Corporation	05/09/2023	Management	18	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TopBuild Corp.	05/01/2023	Management	1	Yes	Elect Director Alec C. Covington	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	2	Yes	Elect Director Ernesto Bautista, III	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	3	Yes	Elect Director Robert M. Buck	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	4	Yes	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	5	Yes	Elect Director Tina M. Donikowski	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	6	Yes	Elect Director Deirdre C. Drake	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	7	Yes	Elect Director Mark A. Petrarca	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	8	Yes	Elect Director Nancy M. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TopBuild Corp.	05/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
TowneBank	05/24/2023	Management	1	Yes	Elect Director Jeffrey F. Benson	For	For	For	For	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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TowneBank	05/24/2023	Management	2	Yes	Elect Director Douglas D. Ellis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	3	Yes	Elect Director John W. Failes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	4	Yes	Elect Director William I. Foster, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	5	Yes	Elect Director Robert C. Hatley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	6	Yes	Elect Director Howard J. Jung	For	For	For	For	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	7	Yes	Elect Director Aubrey L. Layne, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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TowneBank	05/24/2023	Management	8	Yes	Elect Director Stephanie J. Marioneaux	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	9	Yes	Elect Director Juan M. Montero, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	10	Yes	Elect Director Thomas K. Norment, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	11	Yes	Elect Director J. Christopher Perry	For	For	For	For	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	12	Yes	Elect Director Alan S. Witt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Billy) Foster III, Douglas Ellis, John Failes, Robert (Bob) Hatley, Stephanie Marioneaux, Juan Montero II, Thomas (Tommy) Norment Jr. and Alan Witt are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ellis, John Failes, Juan Montero II and Alan Witt are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TowneBank	05/24/2023	Management	13	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TowneBank	05/24/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.

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Townsquare Media, Inc.	05/10/2023	Management	1	Yes	Elect Director Stephen Kaplan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bill Wilson and Stephen Kaplan are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Kaplan are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Stephen Kaplan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Nominating Committee chairman Stephen Kaplan are warranted for failing to establish gender diversity on the board.
Townsquare Media, Inc.	05/10/2023	Management	2	Yes	Elect Director Bill Wilson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bill Wilson and Stephen Kaplan are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Kaplan are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Stephen Kaplan are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Nominating Committee chairman Stephen Kaplan are warranted for failing to establish gender diversity on the board.
Townsquare Media, Inc.	05/10/2023	Management	3	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Townsquare Media, Inc.	05/10/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups related to CEO Wilson and Stuart Rosenstein's automobile perquisites.
TransMedics Group, Inc.	05/25/2023	Management	1	Yes	Elect Director Waleed H. Hassanein	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	05/25/2023	Management	2	Yes	Elect Director James R. Tobin	For	For	Against	Against	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	05/25/2023	Management	3	Yes	Elect Director Edward M. Basile	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	05/25/2023	Management	4	Yes	Elect Director Thomas J. Gunderson	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	05/25/2023	Management	5	Yes	Elect Director Edwin M. Kania, Jr.	For	For	Against	Against	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	05/25/2023	Management	6	Yes	Elect Director Stephanie Lovell	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	05/25/2023	Management	7	Yes	Elect Director Merilee Raines	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
TransMedics Group, Inc.	05/25/2023	Management	8	Yes	Elect Director David Weill	For	For	For	For	Votes AGAINST James (Jim) Tobin and Edwin Kania Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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TransMedics Group, Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay vote.
TransMedics Group, Inc.	05/25/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TransMedics Group, Inc.	05/25/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TravelCenters of America Inc.	05/10/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board appears to have raised some legitimate concerns about the financing commitments of ARKO's competing offer; moreover, BP's cash offer represents a significant premium and offers immediate liquidity, and the higher certainty of the completion of the BP deal outweighs the downside risk of both of these parties walking away. On balance, support FOR the proposed transaction is warranted.
TravelCenters of America Inc.	05/10/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The NEOs are entitled to single trigger cash payments in connection with the merger close. Additionally, the NEOs' equity is automatically accelerated in connection with the transaction.
TravelCenters of America Inc.	05/10/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given support for the underlying transaction.
Travelzoo	06/01/2023	Management	1	Yes	Elect Director Holger Bartel	For	For	For	For	Votes AGAINST compensation committee members Volodymyr Cherevko and Michael Karg are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. Votes AGAINST incumbent Audit Committee members Volodymyr Cherevko, Michael Karg, and Liqun (Carrie) Liu are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR the remaining director nominees are warranted at this time.
Travelzoo	06/01/2023	Management	2	Yes	Elect Director Christina Sindoni Ciocca	For	For	For	For	Votes AGAINST compensation committee members Volodymyr Cherevko and Michael Karg are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. Votes AGAINST incumbent Audit Committee members Volodymyr Cherevko, Michael Karg, and Liqun (Carrie) Liu are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR the remaining director nominees are warranted at this time.
Travelzoo	06/01/2023	Management	3	Yes	Elect Director Carrie Liqun Liu	For	For	Against	Against	Votes AGAINST compensation committee members Volodymyr Cherevko and Michael Karg are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. Votes AGAINST incumbent Audit Committee members Volodymyr Cherevko, Michael Karg, and Liqun (Carrie) Liu are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR the remaining director nominees are warranted at this time.
Travelzoo	06/01/2023	Management	4	Yes	Elect Director Volodymyr Cherevko	For	Against	Against	Against	Votes AGAINST compensation committee members Volodymyr Cherevko and Michael Karg are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. Votes AGAINST incumbent Audit Committee members Volodymyr Cherevko, Michael Karg, and Liqun (Carrie) Liu are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR the remaining director nominees are warranted at this time.

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Travelzoo	06/01/2023	Management	5	Yes	Elect Director Michael Karg	For	Against	Against	Against	Votes AGAINST compensation committee members Volodymyr Cherevko and Michael Karg are warranted for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. Votes AGAINST incumbent Audit Committee members Volodymyr Cherevko, Michael Karg, and Liqun (Carrie) Liu are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR the remaining director nominees are warranted at this time.
Travelzoo	06/01/2023	Management	6	Yes	Approve Grant of Options to Christina Sindoni Ciocca	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that there are concerns regarding the size, design, and disclosure of the option award to the NEO.
Travelzoo	06/01/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Travelzoo	06/01/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to the unmitigated pay-for-performance misalignment. The CEO's outsized award was entirely time-vesting and there is limited disclosure under the bonus program.
Tredegear Corporation	05/04/2023	Management	1	Yes	Elect Director George C. Freeman, III	For	For	Against	Against	A vote AGAINST George Freeman III is warranted for serving as a non-independent member of a key board committee. A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Tredegear Corporation	05/04/2023	Management	2	Yes	Elect Director Kenneth R. Newsome	For	For	For	For	A vote AGAINST George Freeman III is warranted for serving as a non-independent member of a key board committee. A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Tredegear Corporation	05/04/2023	Management	3	Yes	Elect Director Gregory A. Pratt	For	Against	Against	Against	A vote AGAINST George Freeman III is warranted for serving as a non-independent member of a key board committee. A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Tredegear Corporation	05/04/2023	Management	4	Yes	Elect Director Thomas G. Snead, Jr.	For	Against	Against	Against	A vote AGAINST George Freeman III is warranted for serving as a non-independent member of a key board committee. A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Tredegear Corporation	05/04/2023	Management	5	Yes	Elect Director John M. Steitz	For	For	For	For	A vote AGAINST George Freeman III is warranted for serving as a non-independent member of a key board committee. A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tredegar Corporation	05/04/2023	Management	6	Yes	Elect Director Carl E. Tack, III	For	Against	Against	Against	A vote AGAINST George Freeman III is warranted for serving as a non-independent member of a key board committee. A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Tredegar Corporation	05/04/2023	Management	7	Yes	Elect Director Anne G. Waleski	For	Against	Against	Against	A vote AGAINST George Freeman III is warranted for serving as a non-independent member of a key board committee. A vote AGAINST audit committee members Gregory Pratt, Thomas Snead Jr., Carl Tack III and Anne Waleski is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR the remaining director nominees is warranted.
Tredegar Corporation	05/04/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Tredegar Corporation	05/04/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TreeHouse Foods, Inc.	04/27/2023	Management	1	Yes	Elect Director Scott D. Ostfeld	For	For	For	For	A vote FOR all director nominees is warranted.
TreeHouse Foods, Inc.	04/27/2023	Management	2	Yes	Elect Director Jean E. Spence	For	For	For	For	A vote FOR all director nominees is warranted.
TreeHouse Foods, Inc.	04/27/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as mitigating factors for the pay-for-performance misalignment have not been identified. While the transformation retention awards granted to NEOs in FY22 are performance based, the target value of the CEO's retention award is larger than his annual awards and the maximum payout opportunity is very high at 450 percent of target. NEOs (other than the CEO) also received retention awards in FY21 that lacked performance conditions, and compelling rationale for granting retention awards in consecutive years is not disclosed. In addition, a majority of PSUs are measured over one-year periods with annually set performance targets, and TSR targets merely median performance.
TreeHouse Foods, Inc.	04/27/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TreeHouse Foods, Inc.	04/27/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TreeHouse Foods, Inc.	04/27/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
TreeHouse Foods, Inc.	04/27/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Trex Company, Inc.	05/04/2023	Management	1	Yes	Elect Director Jay M. Gratz	For	For	Against	Against	Votes AGAINST non-independent nominees Jay Gratz and Ronald (Ron) Kaplan are warranted for lack of a majority independent board. Votes AGAINST Jay Gratz are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gerald Volas is warranted.
Trex Company, Inc.	05/04/2023	Management	2	Yes	Elect Director Ronald W. Kaplan	For	For	Against	Against	Votes AGAINST non-independent nominees Jay Gratz and Ronald (Ron) Kaplan are warranted for lack of a majority independent board. Votes AGAINST Jay Gratz are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gerald Volas is warranted.

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Trex Company, Inc.	05/04/2023	Management	3	Yes	Elect Director Gerald Volas	For	For	For	For	Votes AGAINST non-independent nominees Jay Gratz and Ronald (Ron) Kaplan are warranted for lack of a majority independent board. Votes AGAINST Jay Gratz are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gerald Volas is warranted.
Trex Company, Inc.	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Trex Company, Inc.	05/04/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Trex Company, Inc.	05/04/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Trex Company, Inc.	05/04/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tri Pointe Homes, Inc.	04/19/2023	Management	1	Yes	Elect Director Douglas F. Bauer	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.	04/19/2023	Management	2	Yes	Elect Director Lawrence B. Burrows	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.	04/19/2023	Management	3	Yes	Elect Director Steven J. Gilbert	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.	04/19/2023	Management	4	Yes	Elect Director R. Kent Grah	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.	04/19/2023	Management	5	Yes	Elect Director Vicki D. McWilliams	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.	04/19/2023	Management	6	Yes	Elect Director Constance B. Moore	For	For	For	For	A vote FOR all director nominees is warranted.
Tri Pointe Homes, Inc.	04/19/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Tri Pointe Homes, Inc.	04/19/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TriCo Bancshares	05/18/2023	Management	1	Yes	Elect Director Kirsten E. Garen	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	2	Yes	Elect Director Cory W. Giese	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	3	Yes	Elect Director John S. A. Hasbrook	For	For	Withhold	Withhold	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	4	Yes	Elect Director Margaret L. Kane	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	5	Yes	Elect Director Michael W. Koehn	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	6	Yes	Elect Director Anthony L. Leggio	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	7	Yes	Elect Director Martin A. Mariani	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	8	Yes	Elect Director Thomas C. McGraw	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	9	Yes	Elect Director Jon Y. Nakamura	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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TriCo Bancshares	05/18/2023	Management	10	Yes	Elect Director Richard P. Smith	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	11	Yes	Elect Director Kimberley H. Vogel	For	For	For	For	WITHHOLD votes for John Hasbrook are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TriCo Bancshares	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
TriCo Bancshares	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TriCo Bancshares	05/18/2023	Management	14	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
TriMas Corporation	05/09/2023	Management	1	Yes	Elect Director Holly M. Boehne	For	For	For	For	A vote FOR all director nominees is warranted.
TriMas Corporation	05/09/2023	Management	2	Yes	Elect Director Teresa M. Finley	For	For	For	For	A vote FOR all director nominees is warranted.
TriMas Corporation	05/09/2023	Management	3	Yes	Elect Director Herbert K. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
TriMas Corporation	05/09/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TriMas Corporation	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
TriMas Corporation	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TriMas Corporation	05/09/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TriNet Group, Inc.	05/25/2023	Management	1	Yes	Elect Director Michael J. Angelakis	For	For	For	For	WITHHOLD votes for David Hodgson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TriNet Group, Inc.	05/25/2023	Management	2	Yes	Elect Director Burton M. Goldfield	For	For	For	For	WITHHOLD votes for David Hodgson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TriNet Group, Inc.	05/25/2023	Management	3	Yes	Elect Director David C. Hodgson	For	For	Withhold	Withhold	WITHHOLD votes for David Hodgson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TriNet Group, Inc.	05/25/2023	Management	4	Yes	Elect Director Jacqueline Kosecoff	For	For	Withhold	Withhold	WITHHOLD votes for David Hodgson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TriNet Group, Inc.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
TriNet Group, Inc.	05/25/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TriNet Group, Inc.	05/25/2023	Management	7	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Trinity Industries, Inc.	05/08/2023	Management	1	Yes	Elect Director William P. Ainsworth	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	2	Yes	Elect Director Robert C. Biesterfeld, Jr.	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	3	Yes	Elect Director John J. Diez	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	4	Yes	Elect Director Leldon E. Echols	For	For	Against	Against	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	5	Yes	Elect Director Veena M. Lakkundi	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	6	Yes	Elect Director S. Todd Maclin	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	7	Yes	Elect Director E. Jean Savage	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	8	Yes	Elect Director Dunia A. Shive	For	For	For	For	Votes AGAINST Leldon Echols are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trinity Industries, Inc.	05/08/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Trinity Industries, Inc.	05/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Trinity Industries, Inc.	05/08/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Trinity Industries, Inc.	05/08/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trinseo S.A.	06/14/2023	Management	1	Yes	Elect Director K'lynn Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	2	Yes	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	3	Yes	Elect Director Frank A. Bozich	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	4	Yes	Elect Director Victoria Brifo	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	5	Yes	Elect Director Jeffrey J. Cote	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	6	Yes	Elect Director Pierre-Marie De Leener	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	7	Yes	Elect Director Jeanmarie Desmond	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	8	Yes	Elect Director Matthew Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	9	Yes	Elect Director Sandra Beach Lin	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	10	Yes	Elect Director Henri Steinmetz	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	11	Yes	Elect Director Mark Tomkins	For	For	For	For	A vote FOR all director nominees is warranted.
Trinseo S.A.	06/14/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Trinseo S.A.	06/14/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trinseo S.A.	06/14/2023	Management	14	Yes	Grant Board the Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST Item 4 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 5 is warranted because the proposed amount and duration are within recommended limits.
Trinseo S.A.	06/14/2023	Management	15	Yes	Grant Board the Authority to Opt-Out of Statutory Pre-Emption Rights Under Irish Law	For	For	For	For	A vote AGAINST Item 4 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 5 is warranted because the proposed amount and duration are within recommended limits.

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Trinseo S.A.	06/14/2023	Management	16	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
Trinseo S.A.	06/14/2023	Management	17	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
TripAdvisor, Inc.	06/06/2023	Management	1	Yes	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	2	Yes	Elect Director Matt Goldberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/06/2023	Management	3	Yes	Elect Director Jay C. Hoag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	4	Yes	Elect Director Betsy L. Morgan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

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TripAdvisor, Inc.	06/06/2023	Management	5	Yes	Elect Director M. Greg O'Hara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	6	Yes	Elect Director Jeremy Philips	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

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TripAdvisor, Inc.	06/06/2023	Management	7	Yes	Elect Director Albert E. Rosenthaler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	8	Yes	Elect Director Jane Jie Sun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/06/2023	Management	9	Yes	Elect Director Trynka Shineman Blake	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	10	Yes	Elect Director Robert S. Wiesenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TripAdvisor, Inc.	06/06/2023	Management	12	Yes	Change State of Incorporation from Delaware to Nevada	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the potential financial benefits resulting from the reincorporation are not considered to outweigh the potential negative effects to shareholder rights.
TripAdvisor, Inc.	06/06/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.40 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

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Triumph Financial, Inc.	04/25/2023	Management	1	Yes	Elect Director Carlos M. Sepulveda, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	2	Yes	Elect Director Aaron P. Graft	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	3	Yes	Elect Director Charles A. Anderson	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	4	Yes	Elect Director Harrison B. Barnes	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	5	Yes	Elect Director Debra A. Bradford	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	6	Yes	Elect Director Richard L. Davis	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Triumph Financial, Inc.	04/25/2023	Management	7	Yes	Elect Director Davis Deadman	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	8	Yes	Elect Director Laura K. Easley	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	9	Yes	Elect Director Maribess L. Miller	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	10	Yes	Elect Director Michael P. Rafferty	For	For	For	For	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	11	Yes	Elect Director C. Todd Sparks	For	For	Against	Against	Votes AGAINST non-independent nominees Carlos Sepulveda Jr., Aaron Graft, Charles (Chuck) Anderson, Richard Davis, Davis Deadman and C. Todd Sparks are warranted for lack of a majority independent board. Votes AGAINST Carlos Sepulveda Jr., Charles (Chuck) Anderson, Richard Davis and C. Todd Sparks are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Triumph Financial, Inc.	04/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Triumph Financial, Inc.	04/25/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Triumph Financial, Inc.	04/25/2023	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TrueBlue, Inc.	05/11/2023	Management	1	Yes	Elect Director Colleen B. Brown	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/11/2023	Management	2	Yes	Elect Director Steven C. Cooper	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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TrueBlue, Inc.	05/11/2023	Management	3	Yes	Elect Director William C. Goings	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/11/2023	Management	4	Yes	Elect Director Kim Harris Jones	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/11/2023	Management	5	Yes	Elect Director R. Chris Kreidler	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/11/2023	Management	6	Yes	Elect Director Sonita Lontoh	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/11/2023	Management	7	Yes	Elect Director Jeffrey B. Sakaguchi	For	For	Against	Against	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/11/2023	Management	8	Yes	Elect Director Kristi A. Savacool	For	For	For	For	Votes AGAINST Jeffrey Sakaguchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TrueBlue, Inc.	05/11/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TrueBlue, Inc.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
TrueBlue, Inc.	05/11/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
TrueBlue, Inc.	05/11/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that (i) the purchase price is reasonable, (ii) the number of shares reserved is reasonable, and (iii) the offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
TrueBlue, Inc.	05/11/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TrueCar, Inc.	06/22/2023	Management	1	Yes	Elect Director Brendan L. Harrington	For	For	For	For	A vote FOR Brendan L. Harrington is warranted.
TrueCar, Inc.	06/22/2023	Management	2	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TrueCar, Inc.	06/22/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were based on a pre-set objective measure and payouts were earned below target in line with company performance. In addition, the equity awards are predominantly performance-conditioned and payouts are capped when TSR is negative.
TrueCar, Inc.	06/22/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 29.46 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
TrustCo Bank Corp NY	05/18/2023	Management	1	Yes	Elect Director Dennis A. DeGennaro	For	For	Against	Against	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.

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TrustCo Bank Corp NY	05/18/2023	Management	2	Yes	Elect Director Brian C. Flynn	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	3	Yes	Elect Director Lisa M. Lucarelli	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	4	Yes	Elect Director Thomas O. Maggs	For	For	Against	Against	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	5	Yes	Elect Director Anthony J. Marinello	For	For	Against	Against	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	6	Yes	Elect Director Robert J. McCormick	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	7	Yes	Elect Director Curtis N. Powell	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	8	Yes	Elect Director Kimberly A. Russell	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	9	No	Elect Director Alejandro M. Sanchez "Withdrawn Resolution"					Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	10	Yes	Elect Director Frank B. Silverman	For	For	For	For	Votes AGAINST Dennis De Gennaro, Thomas Maggs and Anthony Marinello are warranted for serving as non-independent members of a key board committee. The nomination for director Alejandro Sanchez has been withdrawn. A vote FOR the remaining director nominees is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
TrustCo Bank Corp NY	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are certain issues that warrant continued monitoring, including that the pay program's reliance on relative measures and that the LTI is settled entirely in cash. However, there are significant mitigators for the year in review. Firstly, the STI is based entirely on financial metrics and the metrics all target outperformance, and the increase in the CEO's award is substantiated by strong relative performance. The LTI program is majority performance-based with multi-year goals that also target outperformance. On balance of these factors, a cautionary vote FOR this proposal is warranted.

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TrustCo Bank Corp NY	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TrustCo Bank Corp NY	05/18/2023	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trustmark Corporation	04/25/2023	Management	1	Yes	Elect Director Adolphus B. Baker	For	For	Against	Against	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	2	Yes	Elect Director William A. Brown	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	3	Yes	Elect Director Augustus L. Collins	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	4	Yes	Elect Director Tracy T. Conerly	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	5	Yes	Elect Director Duane A. Dewey	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	6	Yes	Elect Director Marcelo Eduardo	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	7	Yes	Elect Director J. Clay Hays, Jr.	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	8	Yes	Elect Director Gerard R. Host	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	9	Yes	Elect Director Harris V. Morrisette	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	10	Yes	Elect Director Richard H. Puckett	For	For	Against	Against	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	11	Yes	Elect Director William G. Yates, III	For	For	For	For	Votes AGAINST Richard Puckett and Adolphus Baker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trustmark Corporation	04/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Trustmark Corporation	04/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Trustmark Corporation	04/25/2023	Management	14	Yes	Amend Articles of Incorporation to Provide for Exculpation of Directors	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Mississippi law is considered to reasonably balance shareholders' interest in director accountability with their interest in attracting and retaining qualified directors to serve the company.
Trustmark Corporation	04/25/2023	Management	15	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TTEC Holdings, Inc.	05/24/2023	Management	1	Yes	Elect Director Kenneth D. Tuchman	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TTEC Holdings, Inc.	05/24/2023	Management	2	Yes	Elect Director Steven J. Anenen	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/24/2023	Management	3	Yes	Elect Director Tracy L. Bahl	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/24/2023	Management	4	Yes	Elect Director Gregory A. Conley	For	For	Withhold	Withhold	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/24/2023	Management	5	Yes	Elect Director Robert N. Frerichs	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/24/2023	Management	6	Yes	Elect Director Marc L. Holtzman	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/24/2023	Management	7	Yes	Elect Director Gina L. Loften	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/24/2023	Management	8	Yes	Elect Director Ekta Singh-Bushell	For	For	For	For	WITHHOLD votes for Gregory (Greg) Conley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
TTEC Holdings, Inc.	05/24/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TTEC Holdings, Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TTEC Holdings, Inc.	05/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.
TTM Technologies, Inc.	05/10/2023	Management	1	Yes	Elect Director Kenton K. Alder	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenton (Kent) Alder and Philip Franklin are warranted for lack of a majority independent board. WITHHOLD votes for Philip Franklin are also warranted for serving as a non-independent member of a key board committee. A vote FOR Julie S. England is warranted.
TTM Technologies, Inc.	05/10/2023	Management	2	Yes	Elect Director Julie S. England	For	For	For	For	WITHHOLD votes for non-independent nominees Kenton (Kent) Alder and Philip Franklin are warranted for lack of a majority independent board. WITHHOLD votes for Philip Franklin are also warranted for serving as a non-independent member of a key board committee. A vote FOR Julie S. England is warranted.
TTM Technologies, Inc.	05/10/2023	Management	3	Yes	Elect Director Philip G. Franklin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kenton (Kent) Alder and Philip Franklin are warranted for lack of a majority independent board. WITHHOLD votes for Philip Franklin are also warranted for serving as a non-independent member of a key board committee. A vote FOR Julie S. England is warranted.
TTM Technologies, Inc.	05/10/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of stock options.
TTM Technologies, Inc.	05/10/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
TTM Technologies, Inc.	05/10/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Turning Point Brands, Inc.	05/03/2023	Management	1	Yes	Elect Director Gregory H. A. Baxter	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	2	Yes	Elect Director H.C. Charles Diao	For	For	For	For	A vote FOR the director nominees is warranted.

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Turning Point Brands, Inc.	05/03/2023	Management	3	Yes	Elect Director Ashley Davis Frushone	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	4	Yes	Elect Director David Glazek	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	5	Yes	Elect Director Graham A. Purdy	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	6	Yes	Elect Director Rohith Reddy	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	7	Yes	Elect Director Stephen Usher	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	8	Yes	Elect Director Lawrence S. Wexler	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	9	Yes	Elect Director Arnold Zimmerman	For	For	For	For	A vote FOR the director nominees is warranted.
Turning Point Brands, Inc.	05/03/2023	Management	10	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Turning Point Brands, Inc.	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Turning Point Brands, Inc.	05/03/2023	Shareholder	12	Yes	Employ Advisors to Study Extraordinary Strategic Alternatives Process for NewGen Business	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as it seems the board's current strategy is already meeting the requests of the proposal.
Tutor Perini Corporation	05/17/2023	Management	1	Yes	Elect Director Ronald N. Tutor	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	2	Yes	Elect Director Peter Arkley	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	3	Yes	Elect Director Jigisha Desai	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.

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Tutor Perini Corporation	05/17/2023	Management	4	Yes	Elect Director Sidney J. Feltenstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	5	Yes	Elect Director Michael F. Horodniceanu	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	6	Yes	Elect Director Michael R. Klein	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	7	Yes	Elect Director Robert C. Lieber	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.

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Tutor Perini Corporation	05/17/2023	Management	8	Yes	Elect Director Dennis D. Oklak	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	9	Yes	Elect Director Raymond R. Oneglia	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	10	Yes	Elect Director Dale Anne Reiss	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for failure to address the majority against vote for directors Peter Arkley, Michael Horodniceanu, Michael Klein, Robert Lieber, and Raymond Oneglia at the 2022 annual meeting. WITHHOLD votes for all incumbent director nominees are further warranted given poor responsiveness to persistent pay concerns, despite twelve consecutive years of failed say-on-pay proposals. WITHHOLD votes for non-independent nominees Ronald Tutor, Michael (Mike) Klein, Peter Arkley, Sidney (Sid) Feltenstein and Raymond Oneglia are warranted for lack of a majority independent board. WITHHOLD votes for Michael (Mike) Klein, Peter Arkley and Raymond Oneglia are also warranted for serving as non-independent members of a key board committee.
Tutor Perini Corporation	05/17/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tutor Perini Corporation	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee did not demonstrate adequate responsiveness to shareholder concerns following last year's failed say-on-pay proposal. After 12 consecutive failed votes, the committee provided only vague disclosure of engagement efforts, no specific new shareholder feedback, and did not disclose any new or upcoming pay program changes. Additionally, an unmitigated misalignment between CEO pay and company performance persists, as the CEO's base salary and target annual and long-term incentive awards remain relatively high. While the CEO's equity awards are 50 percent performance-conditioned, a portion of the award may be earned at target for merely median TSR performance and there is no cap on payouts if absolute TSR is negative. Lastly, concerns remain with respect to the magnitude of perquisites provided to the CEO.

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Tutor Perini Corporation	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
U.S. Physical Therapy, Inc.	05/16/2023	Management	1	Yes	Elect Director Edward L. Kuntz	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Physical Therapy, Inc.	05/16/2023	Management	2	Yes	Elect Director Christopher J. Reading	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Physical Therapy, Inc.	05/16/2023	Management	3	Yes	Elect Director Bernard A. Harris, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Physical Therapy, Inc.	05/16/2023	Management	4	Yes	Elect Director Kathleen A. Gilmartin	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Physical Therapy, Inc.	05/16/2023	Management	5	Yes	Elect Director Regg E. Swanson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Physical Therapy, Inc.	05/16/2023	Management	6	Yes	Elect Director Clayton K. Trier	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Physical Therapy, Inc.	05/16/2023	Management	7	Yes	Elect Director Anne B. Motsenbocker	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Physical Therapy, Inc.	05/16/2023	Management	8	Yes	Elect Director Nancy J. Ham	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Reading, Bernard Harris Jr., Reginald (Regg) Swanson, and Clayton Trier are warranted for lack of a majority independent board. WITHHOLD votes for Bernard Harris Jr. and Clayton Trier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
U.S. Physical Therapy, Inc.	05/16/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
U.S. Physical Therapy, Inc.	05/16/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
U.S. Physical Therapy, Inc.	05/16/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
U.S. Silica Holdings, Inc.	05/11/2023	Management	1	Yes	Elect Director Peter C. Bernard	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/11/2023	Management	2	Yes	Elect Director Diane K. Duren	For	For	For	For	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/11/2023	Management	3	Yes	Elect Director William J. Kacal	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/11/2023	Management	4	Yes	Elect Director Sandra R. Rogers	For	For	For	For	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/11/2023	Management	5	Yes	Elect Director Charles W. Shaver	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/11/2023	Management	6	Yes	Elect Director Bryan A. Shinn	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Charlie) Shaver, Bryan Shinn, Peter Bernard and William Kacal are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Shaver, Peter Bernard and William Kacal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Silica Holdings, Inc.	05/11/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
U.S. Silica Holdings, Inc.	05/11/2023	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
U.S. Silica Holdings, Inc.	05/11/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
U.S. Xpress Enterprises, Inc.	06/29/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The offer represents a premium to the unaffected price, the cash consideration provides certainty of value, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date.
U.S. Xpress Enterprises, Inc.	06/29/2023	Management	2	Yes	Amend Charter	For	For	For	For	A vote FOR this item is warranted, as the underlying transaction (Item 1 and Item 3) merits support.
U.S. Xpress Enterprises, Inc.	06/29/2023	Management	3	Yes	Approve Merger Agreement by the Holders of U.S. Xpress Stock Other than the Rollover Stockholders and the Other Excluded Stockholders	For	For	For	For	A vote FOR this item is warranted. The offer represents a premium to the unaffected price, the cash consideration provides certainty of value, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date. As such, support for this transaction is warranted.
U.S. Xpress Enterprises, Inc.	06/29/2023	Management	4	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Only one NEO will be eligible for merger-related compensation, with double-trigger cash payments that maintain a reasonable basis. Certain equity awards will accelerate vesting and are eligible for related tax gross-ups, which are not considered to be a best practice. However, these payments will be made in connection with an agreement in place prior to the company's IPO, only apply to a small portion of pre-IPO equity awards, and the overall payout amount is modest.
U.S. Xpress Enterprises, Inc.	06/29/2023	Management	5	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this transaction is warranted, as the underlying transaction (Item 1 and Item 3) merits support.
UFP Industries, Inc.	04/26/2023	Management	1	Yes	Elect Director Benjamin J. Mclean	For	For	For	For	A vote FOR all director nominees is warranted.
UFP Industries, Inc.	04/26/2023	Management	2	Yes	Elect Director Mary Tuuk Kuras	For	For	For	For	A vote FOR all director nominees is warranted.
UFP Industries, Inc.	04/26/2023	Management	3	Yes	Elect Director Michael G. Wooldridge	For	For	For	For	A vote FOR all director nominees is warranted.
UFP Industries, Inc.	04/26/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UFP Industries, Inc.	04/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
UFP Industries, Inc.	04/26/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UFP Technologies, Inc.	06/07/2023	Management	1	Yes	Elect Director R. Jeffrey Bailly	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/07/2023	Management	2	Yes	Elect Director Thomas Oberdorf	For	For	Withhold	Withhold	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/07/2023	Management	3	Yes	Elect Director Marc Kozin	For	For	Withhold	Withhold	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/07/2023	Management	4	Yes	Elect Director Daniel C. Croteau	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/07/2023	Management	5	Yes	Elect Director Cynthia L. Feldmann	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/07/2023	Management	6	Yes	Elect Director Joseph John Hassett	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UFP Technologies, Inc.	06/07/2023	Management	7	Yes	Elect Director Symeria Hudson	For	For	For	For	WITHHOLD votes for Marc Kozin and Thomas Oberdorf are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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UFP Technologies, Inc.	06/07/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * Modified single trigger cash severance upon a change in control; * Auto accelerated vesting of equity awards upon a change in control; * Excessive severance provision in an existing agreement; * Guaranteed multi-year equity awards to the CEO; * Sizable perquisites that significantly exceed market norms; and * A lack of risk-mitigating factors, including a compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
UFP Technologies, Inc.	06/07/2023	Management	9	Yes	Amend Certificate of Incorporation to Provide for the Exculpation of Officers, and to Remove Series A Junior Participating Preferred Stock	For	For	Against	Against	A vote AGAINST this bundled proposal is warranted. While the elimination of the Series A Junior Participating Preferred Stock is reasonable as the company's shareholder rights plan expired in 2019, with no rights being exercised, the proposed exculpation provision would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
UFP Technologies, Inc.	06/07/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ultra Clean Holdings, Inc.	05/17/2023	Management	1	Yes	Elect Director Clarence L. Granger	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	2	Yes	Elect Director James P. Scholhamer	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	3	Yes	Elect Director David T. ibnAle	For	For	Against	Against	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	4	Yes	Elect Director Emily M. Liggett	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	5	Yes	Elect Director Thomas T. Edman	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	6	Yes	Elect Director Barbara V. Scherer	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	7	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	8	Yes	Elect Director Jacqueline A. Seto	For	For	For	For	Votes AGAINST David ibnAle are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ultra Clean Holdings, Inc.	05/17/2023	Management	9	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ultra Clean Holdings, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ultra Clean Holdings, Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ultra Clean Holdings, Inc.	05/17/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Ultra Clean Holdings, Inc.	05/17/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
UMB Financial Corporation	04/25/2023	Management	1	Yes	Elect Director Robin C. Beery	For	For	For	For	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	2	Yes	Elect Director Janine A. Davidson	For	For	For	For	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	3	Yes	Elect Director Kevin C. Gallagher	For	For	Against	Against	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	4	Yes	Elect Director Greg M. Graves	For	For	Against	Against	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.

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UMB Financial Corporation	04/25/2023	Management	5	Yes	Elect Director Alexander C. Kemper	For	For	Against	Against	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	6	Yes	Elect Director J. Mariner Kemper	For	For	Against	Against	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	7	Yes	Elect Director Gordon E. Lansford, III	For	For	For	For	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	8	Yes	Elect Director Timothy R. Murphy	For	For	For	For	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	9	Yes	Elect Director Tamara M. Peterman	For	For	For	For	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.

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UMB Financial Corporation	04/25/2023	Management	10	Yes	Elect Director Kris A. Robbins	For	For	Against	Against	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	11	Yes	Elect Director L. Joshua Sosland	For	For	Against	Against	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	12	Yes	Elect Director Leroy J. Williams, Jr.	For	For	For	For	Votes AGAINST non-independent nominees J. Mariner Kemper, Greg Graves, Kevin Gallagher, Alexander Kemper, Kris Robbins and L. Joshua Sosland are warranted for lack of a majority independent board. Votes AGAINST Greg Graves, Kevin Gallagher, Kris Robbins and L. Joshua Sosland are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Greg Graves are further warranted given the unilateral amendment of the company's bylaws that diminishes shareholder rights. A vote FOR the remaining director nominees is warranted.
UMB Financial Corporation	04/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
UMB Financial Corporation	04/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UMB Financial Corporation	04/25/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UniFirst Corporation	01/10/2023	Management	1	Yes	Elect Director Thomas S. Postek	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Sintros and Thomas Postek are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Postek are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UniFirst Corporation	01/10/2023	Management	2	Yes	Elect Director Steven S. Sintros	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Steven Sintros and Thomas Postek are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Postek are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UniFirst Corporation	01/10/2023	Management	3	Yes	Elect Director Raymond C. Zemlin	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Sintros and Thomas Postek are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Postek are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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UniFirst Corporation	01/10/2023	Management	4	Yes	Elect Director Joseph M. Nowicki	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Sintros and Thomas Postek are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Postek are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UniFirst Corporation	01/10/2023	Management	5	Yes	Elect Director Sergio A. Pupkin	For	For	For	For	WITHHOLD votes for non-independent nominees Steven Sintros and Thomas Postek are warranted for lack of a majority independent board. WITHHOLD votes for Thomas Postek are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UniFirst Corporation	01/10/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unisys Corporation	05/05/2023	Management	1	Yes	Elect Director Peter A. Altabef	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	2	Yes	Elect Director Nathaniel A. Davis	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	3	Yes	Elect Director Matthew J. Desch	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	4	Yes	Elect Director Philippe Germond	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	5	Yes	Elect Director Deborah Lee James	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	6	Yes	Elect Director John A. Kritzmacher	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	7	Yes	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	8	Yes	Elect Director Regina Paolillo	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	9	Yes	Elect Director Troy K. Richardson	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	10	Yes	Elect Director Lee D. Roberts	For	For	Against	Against	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	11	Yes	Elect Director Roxanne Taylor	For	For	For	For	Votes AGAINST Lee Roberts are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unisys Corporation	05/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.
Unisys Corporation	05/05/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Unisys Corporation	05/05/2023	Management	14	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.

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Unisys Corporation	05/05/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
United Community Banks, Inc.	05/17/2023	Management	1	Yes	Elect Director Jennifer M. Bazante	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	2	Yes	Elect Director George B. Bell	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	3	Yes	Elect Director James P. Clements	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	4	Yes	Elect Director Kenneth L. Daniels	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	5	Yes	Elect Director Lance F. Drummond	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	6	Yes	Elect Director H. Lynn Harton	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	7	Yes	Elect Director Jennifer K. Mann	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	8	Yes	Elect Director Thomas A. Richlovsky	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	9	Yes	Elect Director David C. Shaver	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	10	Yes	Elect Director Tim R. Wallis	For	For	Withhold	Withhold	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	11	Yes	Elect Director David H. Wilkins	For	For	For	For	WITHHOLD votes for Thomas Richlovsky and Tim Wallis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Community Banks, Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
United Community Banks, Inc.	05/17/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Fire Group, Inc.	05/17/2023	Management	1	Yes	Elect Director Scott L. Carlton	For	For	Against	Against	Votes AGAINST Scott Carlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Fire Group, Inc.	05/17/2023	Management	2	Yes	Elect Director Brenda K. Clancy	For	For	For	For	Votes AGAINST Scott Carlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Fire Group, Inc.	05/17/2023	Management	3	Yes	Elect Director Kevin J. Leidwinger	For	For	For	For	Votes AGAINST Scott Carlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Fire Group, Inc.	05/17/2023	Management	4	Yes	Elect Director Susan E. Voss	For	For	For	For	Votes AGAINST Scott Carlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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United Fire Group, Inc.	05/17/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Fire Group, Inc.	05/17/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
United Fire Group, Inc.	05/17/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United Natural Foods, Inc.	01/10/2023	Management	1	Yes	Elect Director Eric F. Artz	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	2	Yes	Elect Director Ann Torre Bates	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	3	Yes	Elect Director Gloria R. Boyland	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	4	Yes	Elect Director Denise M. Clark	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	5	Yes	Elect Director J. Alexander Miller Douglas	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	6	Yes	Elect Director Daphne J. Dufresne	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	7	Yes	Elect Director Michael S. Funk	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	8	Yes	Elect Director Shamim Mohammad	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	9	Yes	Elect Director James L. Muehlbauer	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	10	Yes	Elect Director Peter A. Roy	For	For	Against	Against	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	11	Yes	Elect Director Jack Stahl	For	For	For	For	Votes AGAINST Peter Roy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
United Natural Foods, Inc.	01/10/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Natural Foods, Inc.	01/10/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
United Natural Foods, Inc.	01/10/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

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United States Lime & Minerals, Inc.	05/05/2023	Management	1	Yes	Elect Director Timothy W. Byrne	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin and Billy Hughes are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin and Billy Hughes are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Cardin and Billy Hughes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for Antoine Doumet as Nominating Committee chair, due to the board's lack of ethnic/racial diversity at the board level. A vote FOR the remaining director nominees is warranted.
United States Lime & Minerals, Inc.	05/05/2023	Management	2	Yes	Elect Director Richard W. Cardin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin and Billy Hughes are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin and Billy Hughes are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Cardin and Billy Hughes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for Antoine Doumet as Nominating Committee chair, due to the board's lack of ethnic/racial diversity at the board level. A vote FOR the remaining director nominees is warranted.
United States Lime & Minerals, Inc.	05/05/2023	Management	3	Yes	Elect Director Antoine M. Doumet	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin and Billy Hughes are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin and Billy Hughes are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Cardin and Billy Hughes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for Antoine Doumet as Nominating Committee chair, due to the board's lack of ethnic/racial diversity at the board level. A vote FOR the remaining director nominees is warranted.
United States Lime & Minerals, Inc.	05/05/2023	Management	4	Yes	Elect Director Sandre C. Duhe	For	For	For	For	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin and Billy Hughes are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin and Billy Hughes are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Cardin and Billy Hughes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for Antoine Doumet as Nominating Committee chair, due to the board's lack of ethnic/racial diversity at the board level. A vote FOR the remaining director nominees is warranted.

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United States Lime & Minerals, Inc.	05/05/2023	Management	5	Yes	Elect Director Tom S. Hawkins, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin and Billy Hughes are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin and Billy Hughes are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Cardin and Billy Hughes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for Antoine Doumet as Nominating Committee chair, due to the board's lack of ethnic/racial diversity at the board level. A vote FOR the remaining director nominees is warranted.
United States Lime & Minerals, Inc.	05/05/2023	Management	6	Yes	Elect Director Billy R. Hughes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Antoine Doumet, Timothy Byrne, Richard Cardin and Billy Hughes are warranted for lack of a majority independent board. WITHHOLD votes for Antoine Doumet, Richard Cardin and Billy Hughes are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Richard Cardin and Billy Hughes are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes are warranted for Antoine Doumet as Nominating Committee chair, due to the board's lack of ethnic/racial diversity at the board level. A vote FOR the remaining director nominees is warranted.
United States Lime & Minerals, Inc.	05/05/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * Equity awards to the CEO lack any performance-contingent pay elements; * There are legacy guaranteed multi-year awards; * The company has legacy arrangements with one or more executives that provide for a severance amount that exceeds three-times the sum of an executive's base salary and target bonus; and * Equity awards contain a provision for auto-accelerated vesting upon a change-in-control event.
United States Lime & Minerals, Inc.	05/05/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United States Steel Corporation	04/25/2023	Management	1	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	2	Yes	Elect Director Andrea J. Ayers	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	3	Yes	Elect Director David B. Burritt	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	4	Yes	Elect Director Alicia J. Davis	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	5	Yes	Elect Director Terry L. Dunlap	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	6	Yes	Elect Director John J. Engel	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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United States Steel Corporation	04/25/2023	Management	7	Yes	Elect Director John V. Faraci	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	8	Yes	Elect Director Murry S. Gerber	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	9	Yes	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	10	Yes	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	11	Yes	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	12	Yes	Elect Director David S. Sutherland	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	13	Yes	Elect Director Patricia A. Tracey	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
United States Steel Corporation	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United States Steel Corporation	04/25/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unitil Corporation	04/26/2023	Management	1	Yes	Elect Director Neveen F. Awad	For	For	For	For	WITHHOLD votes for Michael Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unitil Corporation	04/26/2023	Management	2	Yes	Elect Director Winfield S. Brown	For	For	For	For	WITHHOLD votes for Michael Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unitil Corporation	04/26/2023	Management	3	Yes	Elect Director Mark H. Collin	For	For	For	For	WITHHOLD votes for Michael Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unitil Corporation	04/26/2023	Management	4	Yes	Elect Director Michael B. Green	For	For	Withhold	Withhold	WITHHOLD votes for Michael Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unitil Corporation	04/26/2023	Management	5	Yes	Elect Director Anne L. Alonzo	For	For	For	For	WITHHOLD votes for Michael Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Unitil Corporation	04/26/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unitil Corporation	04/26/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Unitil Corporation	04/26/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Unity Bancorp, Inc.	04/27/2023	Management	1	Yes	Elect Director Wayne Courtright	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are warranted for lack of a majority independent board. WITHHOLD votes for David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are also warranted for serving as non-independent members of key board committees. WITHHOLD votes for incumbent Audit Committee members David (Dave) Dallas, Wayne Courtright, and Peter Maricondo are additionally warranted for failing to include auditor ratification on the proxy ballot. Moreover, WITHHOLD votes for Compensation Committee member Peter Maricondo are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision, the company provided large miscellaneous perquisites provided to the CEO, the company lacks long-term performance metrics for executive awards, and equity awards allow for auto-accelerated vesting upon a change in control event.
Unity Bancorp, Inc.	04/27/2023	Management	2	Yes	Elect Director David D. Dallas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are warranted for lack of a majority independent board. WITHHOLD votes for David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are also warranted for serving as non-independent members of key board committees. WITHHOLD votes for incumbent Audit Committee members David (Dave) Dallas, Wayne Courtright, and Peter Maricondo are additionally warranted for failing to include auditor ratification on the proxy ballot. Moreover, WITHHOLD votes for Compensation Committee member Peter Maricondo are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision, the company provided large miscellaneous perquisites provided to the CEO, the company lacks long-term performance metrics for executive awards, and equity awards allow for auto-accelerated vesting upon a change in control event.
Unity Bancorp, Inc.	04/27/2023	Management	3	Yes	Elect Director Robert H. Dallas, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are warranted for lack of a majority independent board. WITHHOLD votes for David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are also warranted for serving as non-independent members of key board committees. WITHHOLD votes for incumbent Audit Committee members David (Dave) Dallas, Wayne Courtright, and Peter Maricondo are additionally warranted for failing to include auditor ratification on the proxy ballot. Moreover, WITHHOLD votes for Compensation Committee member Peter Maricondo are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision, the company provided large miscellaneous perquisites provided to the CEO, the company lacks long-term performance metrics for executive awards, and equity awards allow for auto-accelerated vesting upon a change in control event.

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Unity Bancorp, Inc.	04/27/2023	Management	4	Yes	Elect Director Peter E. Maricondo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are warranted for lack of a majority independent board. WITHHOLD votes for David (Dave) Dallas, Wayne Courtright, Robert Dallas II, and Peter Maricondo are also warranted for serving as non-independent members of key board committees. WITHHOLD votes for incumbent Audit Committee members David (Dave) Dallas, Wayne Courtright, and Peter Maricondo are additionally warranted for failing to include auditor ratification on the proxy ballot. Moreover, WITHHOLD votes for Compensation Committee member Peter Maricondo are warranted as the board approved a new agreement in the past year that contains a modified single trigger provision, the company provided large miscellaneous perquisites provided to the CEO, the company lacks long-term performance metrics for executive awards, and equity awards allow for auto-accelerated vesting upon a change in control event.
Unity Bancorp, Inc.	04/27/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Univar Solutions Inc.	05/04/2023	Management	1	Yes	Elect Director Joan A. Braca	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	2	Yes	Elect Director Mark J. Byrne	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	3	Yes	Elect Director Daniel P. Doheny	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	4	Yes	Elect Director Rhonda Germany	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	5	Yes	Elect Director David C. Jukes	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	6	Yes	Elect Director Varun Laroyia	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	7	Yes	Elect Director Stephen D. Newlin	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	8	Yes	Elect Director Christopher D. Pappas	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	9	Yes	Elect Director Kerry J. Preete	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	10	Yes	Elect Director Robert L. Wood	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Univar Solutions Inc.	05/04/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Univar Solutions Inc.	06/06/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The offer represents a premium to the all-time high closing price, the sale process was public and appears to have been thorough, and there is downside risk of non-approval.
Univar Solutions Inc.	06/06/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While cash severance is double trigger and reasonably based, outstanding equity awards will auto-accelerate at the time of the merger, and PRSUs granted in 2021 and 2022 are eligible to vest well above target without compelling rationale disclosed in the merger proxy.
Univar Solutions Inc.	06/06/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Universal Display Corporation	06/15/2023	Management	1	Yes	Elect Director Steven V. Abramson	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Universal Display Corporation	06/15/2023	Management	2	Yes	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	3	Yes	Elect Director Richard C. Elias	For	For	For	For	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	4	Yes	Elect Director Elizabeth H. Gemmill	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	5	Yes	Elect Director C. Keith Hartley	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	6	Yes	Elect Director Celia M. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	7	Yes	Elect Director Lawrence Lacerte	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	8	Yes	Elect Director Sidney D. Rosenblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Display Corporation	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Universal Display Corporation	06/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Display Corporation	06/15/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Universal Electronics Inc.	06/06/2023	Management	1	Yes	Elect Director Paul D. Arling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Paul Arling are warranted for lack of a majority independent board.
Universal Electronics Inc.	06/06/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up and modified single trigger change in control provisions. Concerns are also raised with respect to the lack of long-term performance metrics in the most recent fiscal year and the use of above-median benchmarking for executive compensation.
Universal Electronics Inc.	06/06/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Electronics Inc.	06/06/2023	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Insurance Holdings, Inc.	06/08/2023	Management	1	Yes	Elect Director Shannon A. Brown	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	2	Yes	Elect Director Scott P. Callahan	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	3	Yes	Elect Director Kimberly D. Campos	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	4	Yes	Elect Director Stephen J. Donaghy	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Universal Insurance Holdings, Inc.	06/08/2023	Management	5	Yes	Elect Director Sean P. Downes	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	6	Yes	Elect Director Marlene M. Gordon	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	7	Yes	Elect Director Francis X. McCahill, III	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	8	Yes	Elect Director Richard D. Peterson	For	For	For	For	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	9	Yes	Elect Director Michael A. Pietrangelo	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	10	Yes	Elect Director Ozzie A. Schindler	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	11	Yes	Elect Director Jon W. Springer	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Universal Insurance Holdings, Inc.	06/08/2023	Management	12	Yes	Elect Director Joel M. Wilentz	For	For	Against	Against	Votes AGAINST non-independent nominees Sean Downes, Stephen Donaghy, Michael Pietrangelo, Kimberly Campos, Ozzie Schindler, Jon Springer and Joel Wilentz are warranted for lack of a majority independent board. Votes AGAINST Michael Pietrangelo, Ozzie Schindler and Joel Wilentz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Insurance Holdings, Inc.	06/08/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made certain positive pay program changes, including a transition to a more formulaic STI structure, an increase in performance equity weighting and the lengthening of the performance period in the LTI program. While these changes are positive, they generally only apply to the CEO and executive chairman. Moreover, despite a reduction in the CEO's target compensation levels, the executive chairman's FY22 compensation was on par with CEO-level pay as a result of multiple equity awards granted in FY22. Concerns are also raised by the committee's decision to pay out a portion of the CEO's annual stock option grant in cash following elimination of stock options from the LTI program. While the committee provides a rationale for this decision, the rationale does not sufficiently mitigate concerns, and the cash payment in lieu of stock options does not appear to contain any vesting or performance conditions.
Universal Insurance Holdings, Inc.	06/08/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Insurance Holdings, Inc.	06/08/2023	Management	15	Yes	Ratify Plante & Moran, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Logistics Holdings, Inc.	04/26/2023	Management	1	Yes	Elect Director Grant E. Belanger	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.

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Universal Logistics Holdings, Inc.	04/26/2023	Management	2	Yes	Elect Director Frederick P. Calderone	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.
Universal Logistics Holdings, Inc.	04/26/2023	Management	3	Yes	Elect Director Daniel J. Deane	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.
Universal Logistics Holdings, Inc.	04/26/2023	Management	4	Yes	Elect Director Clarence W. Gooden	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.

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Universal Logistics Holdings, Inc.	04/26/2023	Management	5	Yes	Elect Director Matthew J. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.
Universal Logistics Holdings, Inc.	04/26/2023	Management	6	Yes	Elect Director Matthew T. Moroun	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.
Universal Logistics Holdings, Inc.	04/26/2023	Management	7	Yes	Elect Director Timothy Phillips	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton										
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Universal Logistics Holdings, Inc.	04/26/2023	Management	8	Yes	Elect Director Michael A. Regan	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.
Universal Logistics Holdings, Inc.	04/26/2023	Management	9	Yes	Elect Director Richard P. Urban	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.
Universal Logistics Holdings, Inc.	04/26/2023	Management	10	Yes	Elect Director H. E. Scott Wolfe	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted due to the significant pledging of shares by Matthew T. Moroun, and the full board's role in overseeing strategic and operational risks at the company. WITHHOLD votes for non-independent nominees Matthew T. Moroun, Timothy (Tim) Phillips, Frederick Calderone, Daniel Deane, Matthew J. Moroun, Richard Urban and H.E. (Scott) Wolfe are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Matthew T. Moroun, Timothy (Tim) Phillips, Daniel Deane and Richard Urban are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Matthew T. Moroun, as chairman of the board, are further warranted for failing to establish gender diversity and racial/ethnic diversity on the board.
Universal Logistics Holdings, Inc.	04/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Universal Logistics Holdings, Inc.	04/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Logistics Holdings, Inc.	04/26/2023	Management	13	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	1	Yes	Elect Director Christopher L. Ayers	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	2	Yes	Elect Director Judith L. Bacchus	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	3	Yes	Elect Director M. David Kornblatt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	4	Yes	Elect Director Dennis M. Oates	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	5	Yes	Elect Director Udi Toledano	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Oates, Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are warranted for lack of a majority independent board. WITHHOLD votes for Udi Toledano, Christopher (Chris) Ayers and M. David Kornblatt are also warranted for serving as non-independent members of a key board committee. A vote FOR Judith L. Bacchus is warranted.
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	8	Yes	Ratify Schneider Downs & Co., Inc. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Technical Institute, Inc.	03/02/2023	Management	1	Yes	Elect Director David A. Blaszkiewicz	For	For	Against	Against	Votes AGAINST non-independent nominees Jerome Grant and David Blaszkiewicz are warranted for lack of a majority independent board. Votes AGAINST David Blaszkiewicz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Technical Institute, Inc.	03/02/2023	Management	2	Yes	Elect Director Robert T. DeVincenzi	For	For	For	For	Votes AGAINST non-independent nominees Jerome Grant and David Blaszkiewicz are warranted for lack of a majority independent board. Votes AGAINST David Blaszkiewicz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Universal Technical Institute, Inc.	03/02/2023	Management	3	Yes	Elect Director Jerome A. Grant	For	For	Against	Against	Votes AGAINST non-independent nominees Jerome Grant and David Blaszkiewicz are warranted for lack of a majority independent board. Votes AGAINST David Blaszkiewicz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Technical Institute, Inc.	03/02/2023	Management	4	Yes	Elect Director Shannon Okinaka	For	For	For	For	Votes AGAINST non-independent nominees Jerome Grant and David Blaszkiewicz are warranted for lack of a majority independent board. Votes AGAINST David Blaszkiewicz are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Technical Institute, Inc.	03/02/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Universal Technical Institute, Inc.	03/02/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Universal Technical Institute, Inc.	03/02/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Univest Financial Corporation	04/26/2023	Management	1	Yes	Elect Director Joseph P. Beebe	For	For	For	For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/26/2023	Management	2	Yes	Elect Director Natalie Paquin	For	For	For	For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/26/2023	Management	3	Yes	Elect Director Robert C. Wonderling	For	For	For	For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/26/2023	Management	4	Yes	Elect Director Martin P. Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Univest Financial Corporation	04/26/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Univest Financial Corporation	04/26/2023	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Univest Financial Corporation	04/26/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Univest Financial Corporation	04/26/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Unum Group	05/25/2023	Management	1	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	2	Yes	Elect Director Susan L. Cross	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	3	Yes	Elect Director Susan D. DeVore	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	4	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	5	Yes	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	6	Yes	Elect Director Kevin T. Kabat	For	For	Against	Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	7	Yes	Elect Director Timothy F. Keaney	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unum Group	05/25/2023	Management	8	Yes	Elect Director Gale V. King	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	9	Yes	Elect Director Gloria C. Larson	For	For	Against	Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	10	Yes	Elect Director Richard P. McKenney	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	11	Yes	Elect Director Ronald P. O'Hanley	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Unum Group	05/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Unum Group	05/25/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Upbound Group, Inc.	06/06/2023	Management	1	Yes	Elect Director Jeffrey Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/06/2023	Management	2	Yes	Elect Director Mitchell Fadel	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/06/2023	Management	3	Yes	Elect Director Christopher Hetrick	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/06/2023	Management	4	Yes	Elect Director Harold Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/06/2023	Management	5	Yes	Elect Director Glenn Marino	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/06/2023	Management	6	Yes	Elect Director Carol McFate	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/06/2023	Management	7	Yes	Elect Director Jen You	For	For	For	For	A vote FOR all director nominees is warranted.
Upbound Group, Inc.	06/06/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Upbound Group, Inc.	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Upbound Group, Inc.	06/06/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Upland Software, Inc.	06/07/2023	Management	1	Yes	Elect Director John T. (Jack) McDonald	For	For	For	For	A vote FOR John T. "Jack" McDonald is warranted.
Upland Software, Inc.	06/07/2023	Management	2	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Upland Software, Inc.	06/07/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal.
Upland Software, Inc.	06/07/2023	Management	4	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted. The size of the proposed increase in authorized shares of common stock is reasonable. Although the company maintains an NOL pill that has not been approved by shareholders, the board's rationale for adopting the short-term pill is considered reasonable.
Upland Software, Inc.	06/07/2023	Management	5	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Upland Software, Inc.	06/07/2023	Management	6	Yes	Approve Issuance of Shares of Common Stock Upon Conversion of Series A Preferred Shares	For	For	For	For	Support FOR this proposal is warranted. Although the conversion is dilutive to shareholders while HGGC becomes a significant shareholder, the initial conversion price was set at a premium to then-current trading levels and proceeds are meant to help facilitate further growth and strengthen its partnership with HGGC. Additionally, there are material downside risks of non-approval given restrictions on the company's credit facility that could prohibit cash dividends.
Urban Outfitters, Inc.	06/06/2023	Management	1	Yes	Elect Director Edward N. Antoian	For	For	Against	Against	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	2	Yes	Elect Director Kelly Campbell	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	3	Yes	Elect Director Harry S. Cherken, Jr.	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	4	Yes	Elect Director Mary C. Egan	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	5	Yes	Elect Director Margaret A. Hayne	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	6	Yes	Elect Director Richard A. Hayne	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	7	Yes	Elect Director Amin N. Maredia	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	8	Yes	Elect Director Wesley S. McDonald	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	9	Yes	Elect Director Todd R. Morgenfeld	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	10	Yes	Elect Director John C. Mulliken	For	For	For	For	Votes AGAINST Edward Antoian are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Urban Outfitters, Inc.	06/06/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Urban Outfitters, Inc.	06/06/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Urban Outfitters, Inc.	06/06/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
USANA Health Sciences, Inc.	05/10/2023	Management	1	Yes	Elect Director Kevin G. Guest	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/10/2023	Management	2	Yes	Elect Director Xia Ding	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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USANA Health Sciences, Inc.	05/10/2023	Management	3	Yes	Elect Director John T. Fleming	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/10/2023	Management	4	Yes	Elect Director Gilbert A. Fuller	For	For	Withhold	Withhold	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/10/2023	Management	5	Yes	Elect Director J. Scott Nixon	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/10/2023	Management	6	Yes	Elect Director Peggie J. Pelosi	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/10/2023	Management	7	Yes	Elect Director Frederic J. Winsinger	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/10/2023	Management	8	Yes	Elect Director Timothy E. Wood	For	For	For	For	WITHHOLD votes for Gilbert Fuller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
USANA Health Sciences, Inc.	05/10/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
USANA Health Sciences, Inc.	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company uses above-median benchmarking for target total compensation; * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * equity awards to the CEO lack any performance-contingent pay elements.
USANA Health Sciences, Inc.	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Utah Medical Products, Inc.	05/05/2023	Management	1	Yes	Elect Director Ernst G. Hoyer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ernst Hoyer and James Beeson are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Ernst Hoyer and James Beeson are further warranted for lack of racial/ethnic diversity on the board.
Utah Medical Products, Inc.	05/05/2023	Management	2	Yes	Elect Director James H. Beeson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ernst Hoyer and James Beeson are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee members Ernst Hoyer and James Beeson are further warranted for lack of racial/ethnic diversity on the board.
Utah Medical Products, Inc.	05/05/2023	Management	3	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards. * The plan contains an evergreen feature (overriding factor).
Utah Medical Products, Inc.	05/05/2023	Management	4	Yes	Ratify Haynie & Company as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Utah Medical Products, Inc.	05/05/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Utah Medical Products, Inc.	05/05/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
V2X, Inc.	05/04/2023	Management	1	Yes	Elect Director John Edward "Ed" Boyington, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominee John (Ed) Boyington Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.

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V2X, Inc.	05/04/2023	Management	2	Yes	Elect Director Melvin F. Parker	For	For	For	For	Votes AGAINST non-independent nominee John (Ed) Boyington Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
V2X, Inc.	05/04/2023	Management	3	Yes	Elect Director Stephen L. Waechter	For	For	For	For	Votes AGAINST non-independent nominee John (Ed) Boyington Jr. are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
V2X, Inc.	05/04/2023	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
V2X, Inc.	05/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
VAALCO Energy, Inc.	06/08/2023	Management	1	Yes	Elect Director Andrew L. Fawthrop	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for compensation committee members Andrew Fawthrop, Fabrice Nze-Bekale, and Catherine (Cathy) Stubbs for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
VAALCO Energy, Inc.	06/08/2023	Management	2	Yes	Elect Director George W. M. Maxwell	For	For	For	For	WITHHOLD votes are warranted for compensation committee members Andrew Fawthrop, Fabrice Nze-Bekale, and Catherine (Cathy) Stubbs for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
VAALCO Energy, Inc.	06/08/2023	Management	3	Yes	Elect Director Edward LaFehr	For	For	For	For	WITHHOLD votes are warranted for compensation committee members Andrew Fawthrop, Fabrice Nze-Bekale, and Catherine (Cathy) Stubbs for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
VAALCO Energy, Inc.	06/08/2023	Management	4	Yes	Elect Director Fabrice Nze-Bekale	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for compensation committee members Andrew Fawthrop, Fabrice Nze-Bekale, and Catherine (Cathy) Stubbs for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
VAALCO Energy, Inc.	06/08/2023	Management	5	Yes	Elect Director Cathy Stubbs	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for compensation committee members Andrew Fawthrop, Fabrice Nze-Bekale, and Catherine (Cathy) Stubbs for demonstrating poor responsiveness to shareholder concerns following last year's low say-on-pay support. A vote FOR the remaining director nominees is warranted.
VAALCO Energy, Inc.	06/08/2023	Management	6	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
VAALCO Energy, Inc.	06/08/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
VAALCO Energy, Inc.	06/08/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Valaris Limited	06/07/2023	Management	1	Yes	Elect Director Anton Dibowitz	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	2	Yes	Elect Director Dick Fagerstal	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	3	Yes	Elect Director Joseph Goldschmid	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	4	Yes	Elect Director Catherine J. Hughes	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	5	Yes	Elect Director Kristian Johansen	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	6	Yes	Elect Director Elizabeth D. Leykum	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	7	Yes	Elect Director Deepak Munganahalli	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	8	Yes	Elect Director James W. Swent, III	For	For	For	For	A vote FOR the director nominees is warranted.
Valaris Limited	06/07/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Valaris Limited	06/07/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Valaris Limited	06/07/2023	Management	11	Yes	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valmont Industries, Inc.	04/24/2023	Management	1	Yes	Elect Director Mogens C. Bay	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Mogens Bay are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/24/2023	Management	2	Yes	Elect Director Ritu Favre	For	For	For	For	WITHHOLD votes for non-independent nominee Mogens Bay are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/24/2023	Management	3	Yes	Elect Director Richard A. Lanoha	For	For	For	For	WITHHOLD votes for non-independent nominee Mogens Bay are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified this time.
Valmont Industries, Inc.	04/24/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Valmont Industries, Inc.	04/24/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valvoline Inc.	01/26/2023	Management	1	Yes	Elect Director Gerald W. Evans, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	2	Yes	Elect Director Richard J. Freeland	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	3	Yes	Elect Director Carol H. Kruse	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	4	Yes	Elect Director Vada O. Manager	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	5	Yes	Elect Director Samuel J. Mitchell, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	6	Yes	Elect Director Jennifer L. Slater	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	7	Yes	Elect Director Charles M. Sonstebly	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	8	Yes	Elect Director Mary J. Twinem	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Valvoline Inc.	01/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Valvoline Inc.	01/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vanda Pharmaceuticals Inc.	06/08/2023	Management	1	Yes	Elect Director Richard W. Dugan	For	For	Against	Against	Votes AGAINST Richard Dugan are warranted for serving as a non-independent member of a key board committee. A vote FOR Anne Sempowski Ward is warranted.
Vanda Pharmaceuticals Inc.	06/08/2023	Management	2	Yes	Elect Director Anne Sempowski Ward	For	For	For	For	Votes AGAINST Richard Dugan are warranted for serving as a non-independent member of a key board committee. A vote FOR Anne Sempowski Ward is warranted.
Vanda Pharmaceuticals Inc.	06/08/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vanda Pharmaceuticals Inc.	06/08/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change in control agreements that contain excise tax gross-up provisions.
Vanda Pharmaceuticals Inc.	06/08/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vanda Pharmaceuticals Inc.	06/08/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.85 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vaxcyte, Inc.	06/13/2023	Management	1	Yes	Elect Director Halley Gilbert	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Halley Gilbert given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vaxcyte, Inc.	06/13/2023	Management	2	Yes	Elect Director Michael E. Kamarck	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Halley Gilbert given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vaxcyte, Inc.	06/13/2023	Management	3	Yes	Elect Director Grant E. Pickering	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Halley Gilbert given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vaxcyte, Inc.	06/13/2023	Management	4	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vaxcyte, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vera Bradley, Inc.	05/25/2023	Management	1	Yes	Elect Director Jacqueline Ardrey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Hall, Jacqueline Ardrey, Frances (Fran) Philip, and Barbara Baekgaard are warranted for lack of a majority independent board. WITHHOLD votes for Frances (Fran) Philip are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/25/2023	Management	2	Yes	Elect Director Barbara Bradley Baekgaard	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Hall, Jacqueline Ardrey, Frances (Fran) Philip, and Barbara Baekgaard are warranted for lack of a majority independent board. WITHHOLD votes for Frances (Fran) Philip are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/25/2023	Management	3	Yes	Elect Director Kristina Cashman	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Hall, Jacqueline Ardrey, Frances (Fran) Philip, and Barbara Baekgaard are warranted for lack of a majority independent board. WITHHOLD votes for Frances (Fran) Philip are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/25/2023	Management	4	Yes	Elect Director Robert J. Hall	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Hall, Jacqueline Ardrey, Frances (Fran) Philip, and Barbara Baekgaard are warranted for lack of a majority independent board. WITHHOLD votes for Frances (Fran) Philip are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/25/2023	Management	5	Yes	Elect Director Mary Lou Kelley	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Hall, Jacqueline Ardrey, Frances (Fran) Philip, and Barbara Baekgaard are warranted for lack of a majority independent board. WITHHOLD votes for Frances (Fran) Philip are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Vera Bradley, Inc.	05/25/2023	Management	6	Yes	Elect Director Frances P. Philip	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Bob) Hall, Jacqueline Ardrey, Frances (Fran) Philip, and Barbara Baekgaard are warranted for lack of a majority independent board. WITHHOLD votes for Frances (Fran) Philip are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/25/2023	Management	7	Yes	Elect Director Carrie M. Tharp	For	For	For	For	WITHHOLD votes for non-independent nominees Robert (Bob) Hall, Jacqueline Ardrey, Frances (Fran) Philip, and Barbara Baekgaard are warranted for lack of a majority independent board. WITHHOLD votes for Frances (Fran) Philip are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vera Bradley, Inc.	05/25/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vera Bradley, Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vera Bradley, Inc.	05/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vera Bradley, Inc.	05/25/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.34 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Vericel Corporation	05/03/2023	Management	1	Yes	Elect Director Robert L. Zerbe	For	For	Withhold	Withhold	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	2	Yes	Elect Director Alan L. Rubino	For	For	Withhold	Withhold	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	3	Yes	Elect Director Heidi Hagen	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	4	Yes	Elect Director Steven C. Gilman	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	5	Yes	Elect Director Kevin F. McLaughlin	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	6	Yes	Elect Director Paul K. Wotton	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	7	Yes	Elect Director Dominick C. Colangelo	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	8	Yes	Elect Director Lisa Wright	For	For	For	For	WITHHOLD votes for Robert Zerbe and Alan Rubino are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vericel Corporation	05/03/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vericel Corporation	05/03/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Verint Systems Inc.	06/22/2023	Management	1	Yes	Elect Director Dan Bodner	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	2	Yes	Elect Director Linda Crawford	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	3	Yes	Elect Director John Egan	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	4	Yes	Elect Director Reid French	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	5	Yes	Elect Director Stephen Gold	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	6	Yes	Elect Director William Kurtz	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	7	Yes	Elect Director Andrew Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	8	Yes	Elect Director Richard Nottenburg	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	9	Yes	Elect Director Kristen Robinson	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	10	Yes	Elect Director Yvette Smith	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	11	Yes	Elect Director Jason Wright	For	For	For	For	A vote FOR the director nominees is warranted.
Verint Systems Inc.	06/22/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verint Systems Inc.	06/22/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Verint Systems Inc.	06/22/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Verint Systems Inc.	06/22/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.88 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Veritex Holdings, Inc.	05/18/2023	Management	1	Yes	Elect Director C. Malcolm Holland, III	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	2	Yes	Elect Director Arcilia Acosta	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	3	Yes	Elect Director Pat S. Bolin	For	For	Withhold	Withhold	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	4	Yes	Elect Director April Box	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	5	Yes	Elect Director Blake Bozman	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	6	Yes	Elect Director William D. Ellis	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	7	Yes	Elect Director William E. Fallon	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	8	Yes	Elect Director Mark C. Grieve	For	For	Withhold	Withhold	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Veritex Holdings, Inc.	05/18/2023	Management	9	Yes	Elect Director Gordon Huddleston	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	10	Yes	Elect Director Steven D. Lerner	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	11	Yes	Elect Director Manuel J. Mehos	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	12	Yes	Elect Director Gregory B. Morrison	For	For	For	For	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	13	Yes	Elect Director John T. Sughrue	For	For	Withhold	Withhold	WITHHOLD votes for Mark Grieve, Pat Bolin, and John Sughrue are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Veritex Holdings, Inc.	05/18/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as pay-for-performance misalignment has not been mitigated at this time. While annual incentives were predominantly based on financial measures, the long-term incentive programs raises concerns, such as relative metrics associated with the performance equity awards target merely median performance, and the majority of the equity awards to the CEO and the CFO were time-vesting.
Veritex Holdings, Inc.	05/18/2023	Management	15	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veritiv Corporation	05/03/2023	Management	1	Yes	Elect Director Salvatore A. Abbate	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	2	Yes	Elect Director Autumn R. Bayles	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	3	Yes	Elect Director Shantella E. Cooper	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	4	Yes	Elect Director David E. Flitman	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	5	Yes	Elect Director Tracy A. Leinbach	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	6	Yes	Elect Director Stephen E. Macadam	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	7	Yes	Elect Director Gregory B. Morrison	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	8	Yes	Elect Director Michael P. Muldowney	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	9	Yes	Elect Director Charles G. Ward, III	For	For	For	For	A vote FOR all director nominees is warranted.
Veritiv Corporation	05/03/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veritiv Corporation	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Veritiv Corporation	05/03/2023	Management	12	Yes	Amend Articles of Incorporation To Provide for Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Verrica Pharmaceuticals Inc.	06/08/2023	Management	1	Yes	Elect Director Paul B. Manning	For	For	For	For	WITHHOLD votes for Governance Committee members Lawrence Eichenfield and Craig Ballaron are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Paul Manning are warranted.

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Verrica Pharmaceuticals Inc.	06/08/2023	Management	2	Yes	Elect Director Lawrence Eichenfield	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Lawrence Eichenfield and Craig Ballaron are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Paul Manning are warranted.
Verrica Pharmaceuticals Inc.	06/08/2023	Management	3	Yes	Elect Director Craig Ballaron	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Lawrence Eichenfield and Craig Ballaron are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. Votes FOR Paul Manning are warranted.
Verrica Pharmaceuticals Inc.	06/08/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vertex, Inc.	06/13/2023	Management	1	Yes	Elect Director Eric Andersen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David DeStefano and Eric (Ric) Andersen are warranted for lack of a majority independent board. WITHHOLD votes for Eric (Ric) Andersen are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Eric (Ric) Andersen are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights.
Vertex, Inc.	06/13/2023	Management	2	Yes	Elect Director David DeStefano	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David DeStefano and Eric (Ric) Andersen are warranted for lack of a majority independent board. WITHHOLD votes for Eric (Ric) Andersen are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Eric (Ric) Andersen are warranted given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure and the classified board structure, each of which adversely impacts shareholder rights.
Vertex, Inc.	06/13/2023	Management	3	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Via Renewables, Inc.	05/31/2023	Management	1	Yes	Elect Director Amanda E. Bush	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Amanda Bush, as nominating committee member, for lack of racial/ethnic diversity on the board and, as governance committee member, given the board's failure to remove, subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Via Renewables, Inc.	05/31/2023	Management	2	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Via Renewables, Inc.	05/31/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Viad Corp	05/24/2023	Management	1	Yes	Elect Director Edward E. Mace	For	For	Against	Against	Votes AGAINST Edward Mace are warranted for serving as a non-independent member of a key board committee. A vote FOR Joshua E. Schechter is warranted.
Viad Corp	05/24/2023	Management	2	Yes	Elect Director Joshua E. Schechter	For	For	For	For	Votes AGAINST Edward Mace are warranted for serving as a non-independent member of a key board committee. A vote FOR Joshua E. Schechter is warranted.
Viad Corp	05/24/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Viad Corp	05/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though some positives are noted, the LTI program in FY22 was entirely in time-vested equity. Though the company's rationale is included in the proxy, as well as a commitment to return to majority performance-conditioned equity for FY23, investors tend to oppose annual equity grants that lack multi-year performance criteria, and this grant marks the second consecutive year that the proportion of performance equity granted to executives during a fiscal year decreased.
Viad Corp	05/24/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vicor Corporation	06/23/2023	Management	1	Yes	Elect Director Samuel J. Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	2	Yes	Elect Director M. Michael Ansour	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.

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Vicor Corporation	06/23/2023	Management	3	Yes	Elect Director Jason L. Carlson	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	4	Yes	Elect Director Philip D. Davies	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	5	Yes	Elect Director Andrew T. D'Amico	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.

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Vicor Corporation	06/23/2023	Management	6	Yes	Elect Director Estia J. Eichten	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	7	Yes	Elect Director Zmira Lavie	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	8	Yes	Elect Director Michael S. McNamara	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.

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Vicor Corporation	06/23/2023	Management	9	Yes	Elect Director James F. Schmidt	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	10	Yes	Elect Director John Shen	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	11	Yes	Elect Director Claudio Tuozzolo	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.

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Vicor Corporation	06/23/2023	Management	12	Yes	Elect Director Patrizio Vinciarelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for all incumbent director nominees are warranted for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Patrizio Vinciarelli are also warranted as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for non-independent nominees Patrizio Vinciarelli, Samuel (Sam) Anderson, Jason Carlson, Andrew D'Amico, Philip Davies, Estia Eichten, Michael McNamara, James Schmidt and Claudio Tuozzolo are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jason Carlson and Estia Eichten are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members M. Michael Ansour, Jason Carlson and Estia Eichten are warranted for failing to include auditor ratification on the proxy ballot.
Vicor Corporation	06/23/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The absence of risk-mitigating features under the executive pay program; * The lack of any pre-set performance criteria for the CEO's bonus and equity awards; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.
Vicor Corporation	06/23/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Victoria's Secret & Co.	05/25/2023	Management	1	Yes	Elect Director Irene Chang Britt	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	2	Yes	Elect Director Sarah Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	3	Yes	Elect Director Jacqueline Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	4	Yes	Elect Director Donna James	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	5	Yes	Elect Director Mariam Naficy	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	6	Yes	Elect Director Lauren Peters	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	7	Yes	Elect Director Anne Sheehan	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	8	Yes	Elect Director Martin Waters	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Victoria's Secret & Co.	05/25/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Viking Therapeutics, Inc.	06/13/2023	Management	1	Yes	Elect Director J. Matthew Singleton	For	For	For	For	WITHHOLD votes are warranted for governance committee member S. Kathryn (Kathy) Rouan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR J. Matthew Singleton is warranted.
Viking Therapeutics, Inc.	06/13/2023	Management	2	Yes	Elect Director S. Kathy Rouan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member S. Kathryn (Kathy) Rouan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR J. Matthew Singleton is warranted.
Viking Therapeutics, Inc.	06/13/2023	Management	3	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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Viking Therapeutics, Inc.	06/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; * Equity awards allow for auto-accelerated vesting upon a change in control; and * Equity awards to the CEO lack any performance-contingent pay elements.
Viking Therapeutics, Inc.	06/13/2023	Management	5	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Virtu Financial, Inc.	06/13/2023	Management	1	Yes	Elect Director Douglas A. Cifu	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Joanne Minieri given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Joanne Minieri for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/13/2023	Management	2	Yes	Elect Director Joseph J. Grano, Jr.	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Joanne Minieri given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Joanne Minieri for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/13/2023	Management	3	Yes	Elect Director Joanne M. Minieri	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Joanne Minieri given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Joanne Minieri for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO's total aggregate perquisite amount is excessive. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Virtu Financial, Inc.	06/13/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Virtu Financial, Inc.	06/13/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Virtus Investment Partners, Inc.	05/17/2023	Management	1	Yes	Elect Director George R. Aylward	For	For	For	For	A vote FOR all directors is warranted at this time.
Virtus Investment Partners, Inc.	05/17/2023	Management	2	Yes	Elect Director Paul G. Greig	For	For	For	For	A vote FOR all directors is warranted at this time.
Virtus Investment Partners, Inc.	05/17/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.

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Virtus Investment Partners, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provisions.
Virtus Investment Partners, Inc.	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Virtus Investment Partners, Inc.	05/17/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Vishay Intertechnology, Inc.	05/23/2023	Management	1	Yes	Elect Director Joel Smejkal	For	For	For	For	WITHHOLD votes for Abraham Ludomirski are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Abraham Ludomirski, Michael Cody, and Raanan Zilberman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Joel Smejkal is warranted at this time.
Vishay Intertechnology, Inc.	05/23/2023	Management	2	Yes	Elect Director Michael J. Cody	For	Withhold	Withhold	Withhold	WITHHOLD votes for Abraham Ludomirski are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Abraham Ludomirski, Michael Cody, and Raanan Zilberman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Joel Smejkal is warranted at this time.
Vishay Intertechnology, Inc.	05/23/2023	Management	3	Yes	Elect Director Abraham Ludomirski	For	Withhold	Withhold	Withhold	WITHHOLD votes for Abraham Ludomirski are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Abraham Ludomirski, Michael Cody, and Raanan Zilberman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Joel Smejkal is warranted at this time.
Vishay Intertechnology, Inc.	05/23/2023	Management	4	Yes	Elect Director Raanan Zilberman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Abraham Ludomirski are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Abraham Ludomirski, Michael Cody, and Raanan Zilberman are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR Joel Smejkal is warranted at this time.
Vishay Intertechnology, Inc.	05/23/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vishay Intertechnology, Inc.	05/23/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as CEO Gerald Paul received significant severance payments upon a voluntary retirement.
Vishay Intertechnology, Inc.	05/23/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards
Vishay Intertechnology, Inc.	05/23/2023	Management	8	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the board which will decide on the company's response to any shareholder litigation has a poor track record on corporate governance.

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Vishay Precision Group, Inc.	05/24/2023	Management	1	Yes	Elect Director Janet M. Clarke	For	For	For	For	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/24/2023	Management	2	Yes	Elect Director Wesley Cummins	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/24/2023	Management	3	Yes	Elect Director Sejal Shah Gulati	For	For	For	For	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/24/2023	Management	4	Yes	Elect Director Bruce Lerner	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Vishay Precision Group, Inc.	05/24/2023	Management	5	Yes	Elect Director Saul V. Reibstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/24/2023	Management	6	Yes	Elect Director Ziv Shoshani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/24/2023	Management	7	Yes	Elect Director Timothy V. Talbert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/24/2023	Management	8	Yes	Elect Director Marc Zandman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Saul Reibstein, Ziv Shoshani, Timothy Talbert and Marc Zandman are warranted for lack of a majority independent board. WITHHOLD votes for Saul Reibstein and Timothy Talbert are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Wesley (Wes) Cummins are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Governance Committee members Saul Reibstein, Timothy Talbert, and Bruce Lerner are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Vishay Precision Group, Inc.	05/24/2023	Management	9	Yes	Ratify Brightman Almagor Zohar & Co. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vishay Precision Group, Inc.	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vishay Precision Group, Inc.	05/24/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vishay Precision Group, Inc.	05/24/2023	Management	12	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Furthermore, concerns are raised as the company maintains a problematic capital structure with unequal voting rights and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Visteon Corporation	06/08/2023	Management	1	Yes	Elect Director James J. Barrese	For	For	For	For	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	2	Yes	Elect Director Naomi M. Bergman	For	For	For	For	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	3	Yes	Elect Director Jeffrey D. Jones	For	For	Against	Against	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	4	Yes	Elect Director Bunsei Kure	For	For	For	For	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	5	Yes	Elect Director Sachin S. Lawande	For	For	For	For	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	6	Yes	Elect Director Joanne M. Maguire	For	For	For	For	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	7	Yes	Elect Director Robert J. Manzo	For	For	Against	Against	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	8	Yes	Elect Director Francis M. Scricco	For	For	For	For	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	9	Yes	Elect Director David L. Treadwell	For	For	For	For	Votes AGAINST Jeffrey Jones and Robert Manzo are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Visteon Corporation	06/08/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Visteon Corporation	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Vital Farms, Inc.	06/07/2023	Management	1	Yes	Elect Director Matthew O'Hayer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew (Matt) O'Hayer, Russell Diez-Canseco, and Kelly Kennedy given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

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Vital Farms, Inc.	06/07/2023	Management	2	Yes	Elect Director Russell Diez-Canseco	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew (Matt) O'Hayer, Russell Diez-Canseco, and Kelly Kennedy given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Vital Farms, Inc.	06/07/2023	Management	3	Yes	Elect Director Kelly J. Kennedy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Matthew (Matt) O'Hayer, Russell Diez-Canseco, and Kelly Kennedy given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Vital Farms, Inc.	06/07/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Vizio Holding Corp.	06/08/2023	Management	1	Yes	Elect Director William Wang	For	Withhold	Withhold	Withhold	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/08/2023	Management	2	Yes	Elect Director John R. Burbank	For	Withhold	Withhold	Withhold	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/08/2023	Management	3	Yes	Elect Director Julia S. Gouw	For	For	For	For	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/08/2023	Management	4	Yes	Elect Director David Russell	For	For	Withhold	Withhold	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Vizio Holding Corp.	06/08/2023	Management	5	Yes	Elect Director Vicky L. Free	For	For	For	For	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/08/2023	Management	6	Yes	Elect Director R. Michael Mohan	For	For	For	For	WITHHOLD votes for William Wang and David (Dave) Russell are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members William Wang and John Burbank are warranted for the implementation of a multi-class capital structure without subjecting it to a time-based sunset feature. WITHHOLD votes for William Wang are further warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Vizio Holding Corp.	06/08/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Vizio Holding Corp.	06/08/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vontier Corporation	05/22/2023	Management	1	Yes	Elect Director Gloria R. Boyland	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/22/2023	Management	2	Yes	Elect Director Christopher J. Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/22/2023	Management	3	Yes	Elect Director Maryrose Sylvester	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/22/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vontier Corporation	05/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Voyager Therapeutics, Inc.	06/06/2023	Management	1	Yes	Elect Director Steven Hyman	For	For	For	For	WITHHOLD votes for governance committee chair James (Jim) Geraghty are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for James (Jim) Geraghty are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Voyager Therapeutics, Inc.	06/06/2023	Management	2	Yes	Elect Director James A. Geraghty	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee chair James (Jim) Geraghty are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for James (Jim) Geraghty are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Voyager Therapeutics, Inc.	06/06/2023	Management	3	Yes	Elect Director Alfred Sandrock	For	For	For	For	WITHHOLD votes for governance committee chair James (Jim) Geraghty are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for James (Jim) Geraghty are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Voyager Therapeutics, Inc.	06/06/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Voyager Therapeutics, Inc.	06/06/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VSE Corporation	05/03/2023	Management	1	Yes	Elect Director John A. Cuomo	For	For	For	For	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	2	Yes	Elect Director Edward P. Dolanski	For	For	For	For	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	3	Yes	Elect Director Ralph E. Eberhart	For	For	For	For	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	4	Yes	Elect Director Mark E. Ferguson, III	For	For	For	For	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	5	Yes	Elect Director Calvin S. Koonce	For	For	Withhold	Withhold	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	6	Yes	Elect Director John E. Potter	For	For	For	For	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	7	Yes	Elect Director Bonnie K. Wachtel	For	For	Withhold	Withhold	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	8	Yes	Elect Director Anita D. Britt	For	For	For	For	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	9	Yes	Elect Director Lloyd E. Johnson	For	For	For	For	WITHHOLD votes for Calvin Koonce and Bonnie Wachtel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VSE Corporation	05/03/2023	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
VSE Corporation	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
VSE Corporation	05/03/2023	Management	12	Yes	Amend Restricted Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
W&T Offshore, Inc.	06/16/2023	Management	1	Yes	Elect Director Virginia Boulet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tracy Krohn, B. Frank Stanley and Virginia Boulet are warranted for lack of a majority independent board. WITHHOLD votes for B. Frank Stanley and Virginia Boulet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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W&T Offshore, Inc.	06/16/2023	Management	2	Yes	Elect Director Daniel O. Conwill, IV	For	For	For	For	WITHHOLD votes for non-independent nominees Tracy Krohn, B. Frank Stanley and Virginia Boulet are warranted for lack of a majority independent board. WITHHOLD votes for B. Frank Stanley and Virginia Boulet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W&T Offshore, Inc.	06/16/2023	Management	3	Yes	Elect Director Tracy W. Krohn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tracy Krohn, B. Frank Stanley and Virginia Boulet are warranted for lack of a majority independent board. WITHHOLD votes for B. Frank Stanley and Virginia Boulet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W&T Offshore, Inc.	06/16/2023	Management	4	Yes	Elect Director B. Frank Stanley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Tracy Krohn, B. Frank Stanley and Virginia Boulet are warranted for lack of a majority independent board. WITHHOLD votes for B. Frank Stanley and Virginia Boulet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W&T Offshore, Inc.	06/16/2023	Management	5	Yes	Elect Director Nancy Chang	For	For	For	For	WITHHOLD votes for non-independent nominees Tracy Krohn, B. Frank Stanley and Virginia Boulet are warranted for lack of a majority independent board. WITHHOLD votes for B. Frank Stanley and Virginia Boulet are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W&T Offshore, Inc.	06/16/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
W&T Offshore, Inc.	06/16/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the committee engaged with investors following last year's low say-on-pay vote, specific concerns were not disclosed, nor was the breadth of the outreach. The lack of disclosure of specific shareholder feedback impedes an assessment of the committee's responsiveness. While the company made several changes to pay programs, without disclosed investor concerns, it is unclear if these changes were responsive. Further, for the year in review, pay-for-performance concerns are raised and CEO pay increased substantially. While the proxy discloses planned reductions in cash compensation for FY23, the CEO's long-term incentive opportunity will be increased and the proxy continued to disclose above-median benchmarking of his pay levels. Concerns are also raised regarding long-term incentives that target merely median performance. Lastly, concerns are raised with regards to the total amount of perquisite compensation reported for the CEO that is deemed excessive, notably corporate aircraft-related perquisite.
W&T Offshore, Inc.	06/16/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W&T Offshore, Inc.	06/16/2023	Management	9	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no significant concerns about the company's past use of shares.
W&T Offshore, Inc.	06/16/2023	Management	10	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the removal of the supermajority requirements would improve shareholder rights.

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W&T Offshore, Inc.	06/16/2023	Management	11	Yes	Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted as permitting shareholders to amend the bylaws would improve shareholder rights.
W&T Offshore, Inc.	06/16/2023	Management	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 25%	For	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold to call a special meeting would improve shareholder rights.
W&T Offshore, Inc.	06/16/2023	Management	13	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted as the ability to act by written consent would improve shareholder rights.
W&T Offshore, Inc.	06/16/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Walker & Dunlop, Inc.	05/04/2023	Management	1	Yes	Elect Director Ellen D. Levy	For	For	For	For	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/04/2023	Management	2	Yes	Elect Director Michael D. Malone	For	For	For	For	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/04/2023	Management	3	Yes	Elect Director John Rice	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/04/2023	Management	4	Yes	Elect Director Dana L. Schmaltz	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/04/2023	Management	5	Yes	Elect Director Howard W. Smith, III	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/04/2023	Management	6	Yes	Elect Director William M. Walker	For	For	Against	Against	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/04/2023	Management	7	Yes	Elect Director Michael J. Warren	For	For	For	For	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Walker & Dunlop, Inc.	05/04/2023	Management	8	Yes	Elect Director Donna C. Wells	For	For	For	For	Votes AGAINST non-independent nominees William (Willy) Walker, John Rice, Dana Schmaltz and Howard Smith III are warranted for lack of a majority independent board. Votes AGAINST John Rice and Dana Schmaltz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Walker & Dunlop, Inc.	05/04/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Walker & Dunlop, Inc.	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. Short- and long-term incentives are primarily performance-based. While the CEO's target bonus is relatively high, cash incentives were earned below target and the compensation committee applied further negative discretion in consideration of stock price performance.
Warrior Met Coal, Inc.	04/25/2023	Management	1	Yes	Elect Director Ana B. Amicarella	For	For	For	For	A vote FOR director nominee J. Brett Harvey is warranted, with caution. There have been consecutive years of outlier non-employee director pay at the company and the 2023 proxy statement lacks complete details as to the background and issue. While historical filings provide greater details that lead to a reasonable explanation for the pay level, shareholders should expect enhanced disclosure in the 2024 proxy should this issue recur next year.
Warrior Met Coal, Inc.	04/25/2023	Management	2	Yes	Elect Director J. Brett Harvey	For	For	For	For	A vote FOR director nominee J. Brett Harvey is warranted, with caution. There have been consecutive years of outlier non-employee director pay at the company and the 2023 proxy statement lacks complete details as to the background and issue. While historical filings provide greater details that lead to a reasonable explanation for the pay level, shareholders should expect enhanced disclosure in the 2024 proxy should this issue recur next year.
Warrior Met Coal, Inc.	04/25/2023	Management	3	Yes	Elect Director Walter J. Scheller, III	For	For	For	For	A vote FOR director nominee J. Brett Harvey is warranted, with caution. There have been consecutive years of outlier non-employee director pay at the company and the 2023 proxy statement lacks complete details as to the background and issue. While historical filings provide greater details that lead to a reasonable explanation for the pay level, shareholders should expect enhanced disclosure in the 2024 proxy should this issue recur next year.
Warrior Met Coal, Inc.	04/25/2023	Management	4	Yes	Elect Director Lisa M. Schnorr	For	For	For	For	A vote FOR director nominee J. Brett Harvey is warranted, with caution. There have been consecutive years of outlier non-employee director pay at the company and the 2023 proxy statement lacks complete details as to the background and issue. While historical filings provide greater details that lead to a reasonable explanation for the pay level, shareholders should expect enhanced disclosure in the 2024 proxy should this issue recur next year.
Warrior Met Coal, Inc.	04/25/2023	Management	5	Yes	Elect Director Alan H. Schumacher	For	For	For	For	A vote FOR director nominee J. Brett Harvey is warranted, with caution. There have been consecutive years of outlier non-employee director pay at the company and the 2023 proxy statement lacks complete details as to the background and issue. While historical filings provide greater details that lead to a reasonable explanation for the pay level, shareholders should expect enhanced disclosure in the 2024 proxy should this issue recur next year.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Warrior Met Coal, Inc.	04/25/2023	Management	6	Yes	Elect Director Stephen D. Williams	For	For	For	For	A vote FOR director nominee J. Brett Harvey is warranted, with caution. There have been consecutive years of outlier non-employee director pay at the company and the 2023 proxy statement lacks complete details as to the background and issue. While historical filings provide greater details that lead to a reasonable explanation for the pay level, shareholders should expect enhanced disclosure in the 2024 proxy should this issue recur next year.
Warrior Met Coal, Inc.	04/25/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Warrior Met Coal, Inc.	04/25/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Washington Federal, Inc.	02/14/2023	Management	1	Yes	Elect Director Stephen M. Graham	For	For	For	For	A vote FOR all director nominees is warranted.
Washington Federal, Inc.	02/14/2023	Management	2	Yes	Elect Director David K. Grant	For	For	For	For	A vote FOR all director nominees is warranted.
Washington Federal, Inc.	02/14/2023	Management	3	Yes	Elect Director Randall H. Talbot	For	For	For	For	A vote FOR all director nominees is warranted.
Washington Federal, Inc.	02/14/2023	Management	4	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and sets limits on employee purchases.
Washington Federal, Inc.	02/14/2023	Management	5	Yes	Amend Deferred Compensation Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The shareholder value transfer appears to be within a reasonable range; and * The equity burn rate is reasonable.
Washington Federal, Inc.	02/14/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Washington Federal, Inc.	02/14/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Washington Federal, Inc.	05/04/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	A vote FOR this proposal is warranted. Although WAFD shares have declined since announcement, the WAFD price declines appear to be related to the pullback in the broader banking industry as a whole rather than a reaction to the proposed transaction. Moreover, the company's shares have outperformed the community bank index over the same period, the strategic rationale appears sound, and the merger is expected to generate cost savings and be accretive to earnings.
Washington Federal, Inc.	05/04/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
Washington Trust Bancorp, Inc.	04/25/2023	Management	1	Yes	Elect Director John J. Bowen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bowen, Robert DiMuccio and Mark Gim are warranted for lack of a majority independent board. WITHHOLD votes for John Bowen and Robert DiMuccio are also warranted for serving as non-independent members of a key board committee. A vote FOR Sandra Glaser Parrillo is warranted.
Washington Trust Bancorp, Inc.	04/25/2023	Management	2	Yes	Elect Director Robert A. DiMuccio	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bowen, Robert DiMuccio and Mark Gim are warranted for lack of a majority independent board. WITHHOLD votes for John Bowen and Robert DiMuccio are also warranted for serving as non-independent members of a key board committee. A vote FOR Sandra Glaser Parrillo is warranted.
Washington Trust Bancorp, Inc.	04/25/2023	Management	3	Yes	Elect Director Mark K. W. Gim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Bowen, Robert DiMuccio and Mark Gim are warranted for lack of a majority independent board. WITHHOLD votes for John Bowen and Robert DiMuccio are also warranted for serving as non-independent members of a key board committee. A vote FOR Sandra Glaser Parrillo is warranted.

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Washington Trust Bancorp, Inc.	04/25/2023	Management	4	Yes	Elect Director Sandra Glaser Parrillo	For	For	For	For	WITHHOLD votes for non-independent nominees John Bowen, Robert DiMuccio and Mark Gim are warranted for lack of a majority independent board. WITHHOLD votes for John Bowen and Robert DiMuccio are also warranted for serving as non-independent members of a key board committee. A vote FOR Sandra Glaser Parrillo is warranted.
Washington Trust Bancorp, Inc.	04/25/2023	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Washington Trust Bancorp, Inc.	04/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Washington Trust Bancorp, Inc.	04/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Waterstone Financial, Inc.	05/16/2023	Management	1	Yes	Elect Director Michael L. Hansen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Hansen and Stephen Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for Michael Hansen and Stephen Schmidt are also warranted for serving as non-independent members of a key board committee. A vote FOR Derek L. Tyus is warranted.
Waterstone Financial, Inc.	05/16/2023	Management	2	Yes	Elect Director Stephen J. Schmidt	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Hansen and Stephen Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for Michael Hansen and Stephen Schmidt are also warranted for serving as non-independent members of a key board committee. A vote FOR Derek L. Tyus is warranted.
Waterstone Financial, Inc.	05/16/2023	Management	3	Yes	Elect Director Derek L. Tyus	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Hansen and Stephen Schmidt are warranted for lack of a majority independent board. WITHHOLD votes for Michael Hansen and Stephen Schmidt are also warranted for serving as non-independent members of a key board committee. A vote FOR Derek L. Tyus is warranted.
Waterstone Financial, Inc.	05/16/2023	Management	4	Yes	Ratify FORVIS LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Waterstone Financial, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Watts Water Technologies, Inc.	05/17/2023	Management	1	Yes	Elect Director Christopher L. Conway	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/17/2023	Management	2	Yes	Elect Director Michael J. Dubose	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goeser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Watts Water Technologies, Inc.	05/17/2023	Management	3	Yes	Elect Director David A. Dunbar	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goesser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/17/2023	Management	4	Yes	Elect Director Louise K. Goesser	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goesser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/17/2023	Management	5	Yes	Elect Director W. Craig Kissel	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goesser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/17/2023	Management	6	Yes	Elect Director Joseph T. Noonan	For	For	For	For	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goesser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/17/2023	Management	7	Yes	Elect Director Robert J. Pagano, Jr.	For	For	For	For	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goesser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/17/2023	Management	8	Yes	Elect Director Merilee Raines	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goesser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Watts Water Technologies, Inc.	05/17/2023	Management	9	Yes	Elect Director Joseph W. Reitmeier	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Craig Kissel and Merilee Raines are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members W. Craig Kissel, Christopher Conway, Michael Dubose, David Dunbar, Louise Goesser, Merilee Raines, and Joseph Reitmeier are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Watts Water Technologies, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Watts Water Technologies, Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Watts Water Technologies, Inc.	05/17/2023	Management	12	Yes	Amend Certificate of Incorporation to Allow Exculpation of Certain Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests, and the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Watts Water Technologies, Inc.	05/17/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weatherford International plc	06/15/2023	Management	1	Yes	Elect Director Benjamin C. Duster, IV	For	For	For	For	Votes AGAINST Neal Goldman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Weatherford International plc	06/15/2023	Management	2	Yes	Elect Director Neal P. Goldman	For	For	Against	Against	Votes AGAINST Neal Goldman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Weatherford International plc	06/15/2023	Management	3	Yes	Elect Director Jacqueline C. Mutschler	For	For	For	For	Votes AGAINST Neal Goldman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Weatherford International plc	06/15/2023	Management	4	Yes	Elect Director Girishchandra K. Saligram	For	For	For	For	Votes AGAINST Neal Goldman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Weatherford International plc	06/15/2023	Management	5	Yes	Elect Director Charles M. Sledge	For	For	For	For	Votes AGAINST Neal Goldman are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Weatherford International plc	06/15/2023	Management	6	Yes	Ratify KPMG LLP as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weatherford International plc	06/15/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Werner Enterprises, Inc.	05/09/2023	Management	1	Yes	Elect Director Diane K. Duren	For	For	For	For	A vote FOR the director nominees is warranted.
Werner Enterprises, Inc.	05/09/2023	Management	2	Yes	Elect Director Derek J. Leathers	For	For	For	For	A vote FOR the director nominees is warranted.
Werner Enterprises, Inc.	05/09/2023	Management	3	Yes	Elect Director Michelle D. Livingstone	For	For	For	For	A vote FOR the director nominees is warranted.
Werner Enterprises, Inc.	05/09/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Werner Enterprises, Inc.	05/09/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Werner Enterprises, Inc.	05/09/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Werner Enterprises, Inc.	05/09/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Wesbanco, Inc.	04/19/2023	Management	1	Yes	Elect Director Todd F. Clossin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Clossin, Abigail Feinknopf, Denise Knouse-Snyder, Jay McCamic and F. Eric Nelson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Jay McCamic are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Crawford is warranted.
Wesbanco, Inc.	04/19/2023	Management	2	Yes	Elect Director Michael J. Crawford	For	For	For	For	WITHHOLD votes for non-independent nominees Todd Clossin, Abigail Feinknopf, Denise Knouse-Snyder, Jay McCamic and F. Eric Nelson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Jay McCamic are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Crawford is warranted.
Wesbanco, Inc.	04/19/2023	Management	3	Yes	Elect Director Abigail M. Feinknopf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Clossin, Abigail Feinknopf, Denise Knouse-Snyder, Jay McCamic and F. Eric Nelson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Jay McCamic are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Crawford is warranted.
Wesbanco, Inc.	04/19/2023	Management	4	Yes	Elect Director Denise H. Knouse-Snyder	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Clossin, Abigail Feinknopf, Denise Knouse-Snyder, Jay McCamic and F. Eric Nelson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Jay McCamic are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Crawford is warranted.
Wesbanco, Inc.	04/19/2023	Management	5	Yes	Elect Director Jay T. McCamic	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Clossin, Abigail Feinknopf, Denise Knouse-Snyder, Jay McCamic and F. Eric Nelson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Jay McCamic are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Crawford is warranted.
Wesbanco, Inc.	04/19/2023	Management	6	Yes	Elect Director F. Eric Nelson, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Todd Clossin, Abigail Feinknopf, Denise Knouse-Snyder, Jay McCamic and F. Eric Nelson Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Jay McCamic are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Crawford is warranted.
Wesbanco, Inc.	04/19/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are identified at this time.
Wesbanco, Inc.	04/19/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wesbanco, Inc.	04/19/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wesbanco, Inc.	04/19/2023	Management	10	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
WESCO International, Inc.	05/25/2023	Management	1	Yes	Elect Director John J. Engel	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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WESCO International, Inc.	05/25/2023	Management	2	Yes	Elect Director Anne M. Cooney	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	3	Yes	Elect Director Matthew J. Espe	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	4	Yes	Elect Director Bobby J. Griffin	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	5	Yes	Elect Director Sundaram "Naga" Nagarajan	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	6	Yes	Elect Director Steven A. Raymund	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	7	Yes	Elect Director James L. Singleton	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	8	Yes	Elect Director Easwaran Sundaram	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	9	Yes	Elect Director Laura K. Thompson	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
WESCO International, Inc.	05/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WESCO International, Inc.	05/25/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
West Bancorporation, Inc.	04/27/2023	Management	1	Yes	Elect Director Patrick J. Donovan	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	2	Yes	Elect Director Lisa J. Elming	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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West Bancorporation, Inc.	04/27/2023	Management	3	Yes	Elect Director Steven K. Gaer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	4	Yes	Elect Director Douglas R. Gulling	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	5	Yes	Elect Director Sean P. McMurray	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	6	Yes	Elect Director George D. Milligan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	7	Yes	Elect Director David D. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	8	Yes	Elect Director James W. Noyce	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	9	Yes	Elect Director Rosemary Parson	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
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West Bancorporation, Inc.	04/27/2023	Management	10	Yes	Elect Director Steven T. Schuler	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	11	Yes	Elect Director Therese M. Vaughan	For	For	For	For	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	12	Yes	Elect Director Philip Jason Worth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James Noyce, David Nelson, Steven Gaer, Douglas Gulling, George Milligan and Philip Worth are warranted for lack of a majority independent board. WITHHOLD votes for James Noyce, Steven Gaer and George Milligan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Bancorporation, Inc.	04/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
West Bancorporation, Inc.	04/27/2023	Management	14	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westamerica Bancorporation	04/27/2023	Management	1	Yes	Elect Director E. Joseph Bowler	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/27/2023	Management	2	Yes	Elect Director Melanie Martella Chiesa	For	For	For	For	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/27/2023	Management	3	Yes	Elect Director Michele Hassid	For	For	For	For	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/27/2023	Management	4	Yes	Elect Director Catherine Cope MacMillan	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Westamerica Bancorporation	04/27/2023	Management	5	Yes	Elect Director Ronald A. Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/27/2023	Management	6	Yes	Elect Director David L. Payne	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/27/2023	Management	7	Yes	Elect Director Edward B. Sylvester	For	For	Against	Against	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/27/2023	Management	8	Yes	Elect Director Inez Wondeh	For	For	For	For	Votes AGAINST non-independent nominees David Payne, Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are warranted for lack of a majority independent board. Votes AGAINST Edward Sylvester, E. Joseph Bowler, Catherine MacMillan and Ronald Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westamerica Bancorporation	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Westamerica Bancorporation	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Westamerica Bancorporation	04/27/2023	Management	11	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Western New England Bancorp, Inc.	05/11/2023	Management	1	Yes	Elect Director Laura J. Benoit	For	For	For	For	WITHHOLD votes for Donna Damon and Steven Richter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western New England Bancorp, Inc.	05/11/2023	Management	2	Yes	Elect Director Donna J. Damon	For	For	Withhold	Withhold	WITHHOLD votes for Donna Damon and Steven Richter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western New England Bancorp, Inc.	05/11/2023	Management	3	Yes	Elect Director Lisa G. McMahon	For	For	For	For	WITHHOLD votes for Donna Damon and Steven Richter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western New England Bancorp, Inc.	05/11/2023	Management	4	Yes	Elect Director Steven G. Richter	For	For	Withhold	Withhold	WITHHOLD votes for Donna Damon and Steven Richter are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western New England Bancorp, Inc.	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Western New England Bancorp, Inc.	05/11/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Western New England Bancorp, Inc.	05/11/2023	Management	7	Yes	Ratify Wolf & Company, P.C as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Westwood Holdings Group, Inc.	04/26/2023	Management	1	Yes	Elect Director Brian O. Casey	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	04/26/2023	Management	2	Yes	Elect Director Richard M. Frank	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	04/26/2023	Management	3	Yes	Elect Director Susan M. Byrne	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	04/26/2023	Management	4	Yes	Elect Director Ellen H. Masterson	For	For	For	For	Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	04/26/2023	Management	5	Yes	Elect Director Geoffrey R. Norman	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	04/26/2023	Management	6	Yes	Elect Director Randy A. Bowman	For	For	For	For	Votes AGAINST non-independent nominees Richard Frank, Brian Casey, Susan Byrne and Geoffrey Norman are warranted for lack of a majority independent board. Votes AGAINST Richard Frank and Geoffrey Norman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Westwood Holdings Group, Inc.	04/26/2023	Management	7	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Westwood Holdings Group, Inc.	04/26/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive.
Westwood Holdings Group, Inc.	04/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Westwood Holdings Group, Inc.	04/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Weyco Group, Inc.	05/02/2023	Management	1	Yes	Elect Director Tina Chang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert Feitler, Thomas W. Florsheim, John Florsheim, Cory Nettles and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are warranted as the board approved a new agreement in the past year that contains a modified single-trigger provision.
Weyco Group, Inc.	05/02/2023	Management	2	Yes	Elect Director Robert Feitler	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert Feitler, Thomas W. Florsheim, John Florsheim, Cory Nettles and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are warranted as the board approved a new agreement in the past year that contains a modified single-trigger provision.
Weyco Group, Inc.	05/02/2023	Management	3	Yes	Elect Director John W. Florsheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert Feitler, Thomas W. Florsheim, John Florsheim, Cory Nettles and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are warranted as the board approved a new agreement in the past year that contains a modified single-trigger provision.
Weyco Group, Inc.	05/02/2023	Management	4	Yes	Elect Director Thomas W. Florsheim	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert Feitler, Thomas W. Florsheim, John Florsheim, Cory Nettles and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are warranted as the board approved a new agreement in the past year that contains a modified single-trigger provision.
Weyco Group, Inc.	05/02/2023	Management	5	Yes	Elect Director Thomas W. Florsheim, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert Feitler, Thomas W. Florsheim, John Florsheim, Cory Nettles and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are warranted as the board approved a new agreement in the past year that contains a modified single-trigger provision.

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Weyco Group, Inc.	05/02/2023	Management	6	Yes	Elect Director Cory L. Nettles	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert Feitler, Thomas W. Florsheim, John Florsheim, Cory Nettles and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are warranted as the board approved a new agreement in the past year that contains a modified single-trigger provision.
Weyco Group, Inc.	05/02/2023	Management	7	Yes	Elect Director Frederick P. Stratton, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas W. Florsheim Jr., Tina Chang, Robert Feitler, Thomas W. Florsheim, John Florsheim, Cory Nettles and Frederick Stratton Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Tina Chang, Robert Feitler, Cory Nettles and Frederick Stratton Jr. are warranted as the board approved a new agreement in the past year that contains a modified single-trigger provision.
Weyco Group, Inc.	05/02/2023	Management	8	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weyco Group, Inc.	05/02/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently renewed its employment agreements with the CEO and an NEO which contain modified single-trigger and excessive severance provisions.
Weyco Group, Inc.	05/02/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
White Mountains Insurance Group, Ltd.	05/25/2023	Management	1	Yes	Elect Director G. Manning Rountree	For	For	For	For	Votes FOR all director nominees are warranted.
White Mountains Insurance Group, Ltd.	05/25/2023	Management	2	Yes	Elect Director Mary C. Choksi	For	For	For	For	Votes FOR all director nominees are warranted.
White Mountains Insurance Group, Ltd.	05/25/2023	Management	3	Yes	Elect Director Weston M. Hicks	For	For	For	For	Votes FOR all director nominees are warranted.
White Mountains Insurance Group, Ltd.	05/25/2023	Management	4	Yes	Elect Director Steven M. Yi	For	For	For	For	Votes FOR all director nominees are warranted.
White Mountains Insurance Group, Ltd.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal use of corporate aircraft perquisite to the CEO.
White Mountains Insurance Group, Ltd.	05/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
White Mountains Insurance Group, Ltd.	05/25/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WideOpenWest, Inc.	05/16/2023	Management	1	Yes	Elect Director Gunjan Bhow	For	For	For	For	A vote AGAINST incumbent governance committee members Jill Bright and Brian Cassidy is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Gunjan Bhow is warranted.

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WideOpenWest, Inc.	05/16/2023	Management	2	Yes	Elect Director Jill Bright	For	Against	Against	Against	A vote AGAINST incumbent governance committee members Jill Bright and Brian Cassidy is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Gunjan Bhow is warranted.
WideOpenWest, Inc.	05/16/2023	Management	3	Yes	Elect Director Brian Cassidy	For	Against	Against	Against	A vote AGAINST incumbent governance committee members Jill Bright and Brian Cassidy is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Gunjan Bhow is warranted.
WideOpenWest, Inc.	05/16/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WideOpenWest, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
WideOpenWest, Inc.	05/16/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
WidePoint Corporation	06/22/2023	Management	1	Yes	Elect Director Philip Garfinkle	For	For	Withhold	Withhold	WITHHOLD votes to incumbent compensation committee member Philip (Phil) Garfinkle are warranted due to concerns regarding the company's compensation practices.
WidePoint Corporation	06/22/2023	Management	2	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WidePoint Corporation	06/22/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.06 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Wingstop Inc.	05/17/2023	Management	1	Yes	Elect Director Lynn Crump-Caine	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee member Lynn Crump-Caine given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Wingstop Inc.	05/17/2023	Management	2	Yes	Elect Director Wesley S. McDonald	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Lynn Crump-Caine given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Wingstop Inc.	05/17/2023	Management	3	Yes	Elect Director Anna (Ania) M. Smith	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Lynn Crump-Caine given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Wingstop Inc.	05/17/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Wingstop Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.

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Winmark Corporation	04/26/2023	Management	1	Yes	Fix Number of Directors at Eight	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is not motivated by a desire to entrench management.
Winmark Corporation	04/26/2023	Management	2	Yes	Elect Director Brett D. Heffes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/26/2023	Management	3	Yes	Elect Director Lawrence A. Barbetta	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/26/2023	Management	4	Yes	Elect Director Amy C. Becker	For	For	For	For	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/26/2023	Management	5	Yes	Elect Director Jenele C. Grassle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/26/2023	Management	6	Yes	Elect Director Philip I. Smith	For	For	For	For	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/26/2023	Management	7	Yes	Elect Director Gina D. Sprenger	For	For	For	For	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/26/2023	Management	8	Yes	Elect Director Percy C. (Tom) Tomlinson, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Winmark Corporation	04/26/2023	Management	9	Yes	Elect Director Mark L. Wilson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Brett Heffes, Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence (Larry) Barbetta, Jenele Grassle and Mark Wilson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Winmark Corporation	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company demonstrated only limited responsiveness to last year's low say-on-pay support. Other problematic pay practices in the company's pay program include single-trigger equity vesting acceleration provision in CIC agreements, the lack of pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards, and the lack of risk-mitigating features in the firm's compensation program.
Winmark Corporation	04/26/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wintrust Financial Corporation	05/25/2023	Management	1	Yes	Elect Director Elizabeth H. Connelly	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	2	Yes	Elect Director Timothy S. Crane	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	3	Yes	Elect Director Peter D. Crist	For	For	Against	Against	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	4	Yes	Elect Director William J. Doyle	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	5	Yes	Elect Director Marla F. Glabe	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	6	Yes	Elect Director H. Patrick Hackett, Jr.	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	7	Yes	Elect Director Scott K. Heitmann	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	8	Yes	Elect Director Brian A. Kenney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	9	Yes	Elect Director Deborah L. Hall Lefevre	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	10	Yes	Elect Director Suzet M. McKinney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	11	Yes	Elect Director Gary D. "Joe" Sweeney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	12	Yes	Elect Director Karin Gustafson Teglia	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	13	Yes	Elect Director Alex E. Washington, III	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	14	Yes	Elect Director Edward J. Wehmer	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Wintrust Financial Corporation	05/25/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Wintrust Financial Corporation	05/25/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wintrust Financial Corporation	05/25/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WisdomTree, Inc.	06/16/2023	Management	3	Yes	Elect Management Nominee Director Lynn S. Blake	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	4	Yes	Elect Management Nominee Director Daniela Mielke	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	5	Yes	Elect Management Nominee Director Win Neuger	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	6	Yes	Elect Management Nominee Director Shamla Naidoo	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	7	Yes	Elect Management Nominee Director Frank Salerno	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	8	Yes	Elect Management Nominee Director Jonathan Steinberg	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Shareholder	9	Yes	Elect Dissident Nominee Director Bruce E. Aust	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Shareholder	10	Yes	Elect Dissident Nominee Director Tonia Pankopf	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Shareholder	11	Yes	Elect Dissident Nominee Director Graham Tuckwell	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Management	14	Yes	Adopt Shareholder Rights Plan	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
WisdomTree, Inc.	06/16/2023	Shareholder	18	Yes	Elect Dissident Nominee Director Bruce E. Aust	For	For	For	For	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Shareholder	19	Yes	Elect Dissident Nominee Director Tonia Pankopf	For	For	For	For	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Shareholder	20	Yes	Elect Dissident Nominee Director Graham Tuckwell	For	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Management	22	Yes	Elect Management Nominee Director Lynn S. Blake	For	For	For	For	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Management	23	Yes	Elect Management Nominee Director Daniela Mielke	For	For	For	For	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Management	24	Yes	Elect Management Nominee Director Jonathan Steinberg	For	For	For	For	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Management	26	Yes	Elect Management Nominee Director Shamla Naidoo	Against	For	For	For	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.

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WisdomTree, Inc.	06/16/2023	Management	27	Yes	Elect Management Nominee Director Win Neuger	Against	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Management	28	Yes	Elect Management Nominee Director Frank Salerno	Against	Withhold	Withhold	Withhold	Shareholders are recommended to vote FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell.
WisdomTree, Inc.	06/16/2023	Management	29	Yes	Ratify Ernst & Young LLP as Auditors	None	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WisdomTree, Inc.	06/16/2023	Management	30	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	There is some concern surrounding the discretionary nature of incentive award determinations, the rigor of certain target goals, and majority time-based equity awards for certain NEOs. However, these issues have not contributed to a quantitative pay-for-performance misalignment for the year in review. Additionally, the company provided enhanced disclosure of threshold and maximum goals under the incentive pool funding component, and the CEO's incentive was paid out at the funding level. Lastly, half of his equity awards are based on clearly-disclosed, multi-year goals. On balance, a vote FOR this proposal is warranted. Given the concerns noted above, continued close monitoring of the pay program structure is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of discretionary pay determinations.
WisdomTree, Inc.	06/16/2023	Management	31	Yes	Adopt Shareholder Rights Plan	None	Against	Against	Against	A vote AGAINST this proposal is warranted as the pill has a trigger of only 10 percent and shareholders' existing inability to act outside the annual meeting cycle raises concern about its potential use as an entrenchment mechanism.
Wolverine World Wide, Inc.	05/03/2023	Management	1	Yes	Elect Director William K. Gerber	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas (Tom) Long and William Gerber are warranted for lack of a majority independent board. Votes AGAINST William Gerber are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Kathleen Wilson-Thompson are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Wolverine World Wide, Inc.	05/03/2023	Management	2	Yes	Elect Director Nicholas T. Long	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas (Tom) Long and William Gerber are warranted for lack of a majority independent board. Votes AGAINST William Gerber are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Kathleen Wilson-Thompson are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Wolverine World Wide, Inc.	05/03/2023	Management	3	Yes	Elect Director Kathleen Wilson-Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas (Tom) Long and William Gerber are warranted for lack of a majority independent board. Votes AGAINST William Gerber are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Kathleen Wilson-Thompson are warranted due to the board's unilateral adoption of an exclusive forum bylaw.
Wolverine World Wide, Inc.	05/03/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company's incentive programs remain largely performance-conditioned. Annual incentives were mostly based on objective performance measures and payouts were earned below target in line with company performance. Equity awards are significantly performance-based subject to a multi-year performance period.

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Wolverine World Wide, Inc.	05/03/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wolverine World Wide, Inc.	05/03/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wolverine World Wide, Inc.	05/03/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Woodward, Inc.	01/25/2023	Management	1	Yes	Elect Director David P. Hess	For	For	For	For	A vote FOR David P. Hess is warranted.
Woodward, Inc.	01/25/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Woodward, Inc.	01/25/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Woodward, Inc.	01/25/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Woodward, Inc.	01/25/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards.
World Fuel Services Corporation	06/15/2023	Management	1	Yes	Change Company Name to World Kinect Corporation	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
World Fuel Services Corporation	06/15/2023	Management	2	Yes	Elect Director Michael J. Kasbar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	3	Yes	Elect Director Ken Bakshi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	4	Yes	Elect Director Jorge L. Benitez	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	5	Yes	Elect Director Sharda Cherwoo	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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World Fuel Services Corporation	06/15/2023	Management	6	Yes	Elect Director Richard A. Kassar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	7	Yes	Elect Director John L. Manley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	8	Yes	Elect Director Stephen K. Roddenberry	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	9	Yes	Elect Director Jill B. Smart	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	10	Yes	Elect Director Paul H. Stebbins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Kasbar, Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar, John Manley and Paul Stebbins are warranted for lack of a majority independent board. WITHHOLD votes for Stephen Roddenberry, Kanwaljit (Ken) Bakshi, Richard Kassar and John Manley are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Fuel Services Corporation	06/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a sizable off-cycle equity award. While a supplemental filing discloses the forward-looking goals of the off-cycle equity award, there are concerns about the magnitude of the award, which was granted in addition to the CEO's annual-cycle equity awards. Further, some concern is noted about the lack of goal disclosure surrounding the portion of the STI based on strategic goals, which represented 40 percent of the STIP, as well as the lack of forward-looking goal disclosure for the annual-cycle PRSUs.
World Fuel Services Corporation	06/15/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
World Fuel Services Corporation	06/15/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WSFS Financial Corporation	05/16/2023	Management	1	Yes	Elect Director Eleuthere I. du Pont	For	For	For	For	A vote FOR all director nominees is warranted.
WSFS Financial Corporation	05/16/2023	Management	2	Yes	Elect Director Nancy J. Foster	For	For	For	For	A vote FOR all director nominees is warranted.

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WSFS Financial Corporation	05/16/2023	Management	3	Yes	Elect Director David G. Turner	For	For	For	For	A vote FOR all director nominees is warranted.
WSFS Financial Corporation	05/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
WSFS Financial Corporation	05/16/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WSFS Financial Corporation	05/16/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
WSFS Financial Corporation	05/16/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	1	Yes	Elect Director Stephen P. Holmes	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	2	Yes	Elect Director Geoffrey A. Ballotti	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	3	Yes	Elect Director Myra J. Biblowit	For	For	Against	Against	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	4	Yes	Elect Director James E. Buckman	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	5	Yes	Elect Director Bruce B. Churchill	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	6	Yes	Elect Director Mukul V. Deoras	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	7	Yes	Elect Director Ronald L. Nelson	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	8	Yes	Elect Director Pauline D.E. Richards	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	10	Yes	Amend Certificate of Incorporation To Provide for Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
X4 Pharmaceuticals, Inc.	06/13/2023	Management	1	Yes	Elect Director Gary J. Bridger	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Gary Bridger, Francoise de Craecker, and Murray Stewart given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
X4 Pharmaceuticals, Inc.	06/13/2023	Management	2	Yes	Elect Director Francoise de Craecker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Gary Bridger, Francoise de Craecker, and Murray Stewart given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
X4 Pharmaceuticals, Inc.	06/13/2023	Management	3	Yes	Elect Director Murray W. Stewart	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Gary Bridger, Francoise de Craecker, and Murray Stewart given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
X4 Pharmaceuticals, Inc.	06/13/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
X4 Pharmaceuticals, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
X4 Pharmaceuticals, Inc.	06/13/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
X4 Pharmaceuticals, Inc.	06/13/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
XBiotech Inc.	06/23/2023	Management	1	Yes	Elect Director John Simard	For	For	For	For	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jan-Paul Waldin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
XBiotech Inc.	06/23/2023	Management	2	Yes	Elect Director Donald H. MacAdam	For	For	For	For	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jan-Paul Waldin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
XBiotech Inc.	06/23/2023	Management	3	Yes	Elect Director W. Thorpe McKenzie	For	For	Withhold	Withhold	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jan-Paul Waldin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
XBiotech Inc.	06/23/2023	Management	4	Yes	Elect Director Jan-Paul Waldin	For	Withhold	Withhold	Withhold	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jan-Paul Waldin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.

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XBiotech Inc.	06/23/2023	Management	5	Yes	Elect Director Peter Libby	For	For	For	For	WITHHOLD votes for W. Thorpe McKenzie are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Nominating Committee chair Jan-Paul Waldin are warranted for failing to establish gender diversity on the board. A vote FOR the remaining director nominees is warranted.
XBiotech Inc.	06/23/2023	Management	6	Yes	Ratify Whitley Penn LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
XBiotech Inc.	06/23/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Xencor, Inc.	06/14/2023	Management	1	Yes	Elect Director Bassil I. Dahiyat	For	For	For	For	A vote FOR all director nominees is warranted.
Xencor, Inc.	06/14/2023	Management	2	Yes	Elect Director Ellen G. Feigal	For	For	For	For	A vote FOR all director nominees is warranted.
Xencor, Inc.	06/14/2023	Management	3	Yes	Elect Director Kevin C. Gorman	For	For	For	For	A vote FOR all director nominees is warranted.
Xencor, Inc.	06/14/2023	Management	4	Yes	Elect Director Kurt A. Gustafson	For	For	For	For	A vote FOR all director nominees is warranted.
Xencor, Inc.	06/14/2023	Management	5	Yes	Elect Director A. Bruce Montgomery	For	For	For	For	A vote FOR all director nominees is warranted.
Xencor, Inc.	06/14/2023	Management	6	Yes	Elect Director Richard J. Ranieri	For	For	For	For	A vote FOR all director nominees is warranted.
Xencor, Inc.	06/14/2023	Management	7	Yes	Elect Director Dagmar Rosa-Bjorkeson	For	For	For	For	A vote FOR all director nominees is warranted.
Xencor, Inc.	06/14/2023	Management	8	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xencor, Inc.	06/14/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Xencor, Inc.	06/14/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 24.83 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Xencor, Inc.	06/14/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Xerox Holdings Corporation	05/25/2023	Management	1	Yes	Elect Director Steven J. Bandrowczak	For	For	For	For	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	2	Yes	Elect Director Philip V. Giordano	For	For	For	For	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	3	Yes	Elect Director Scott Letier	For	For	For	For	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	4	Yes	Elect Director Jesse A. Lynn	For	For	For	For	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	5	Yes	Elect Director Nichelle Maynard-Elliott	For	For	For	For	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	6	Yes	Elect Director Steven D. Miller	For	For	For	For	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	7	Yes	Elect Director James L. Nelson	For	For	Against	Against	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	8	Yes	Elect Director Margarita Palau-Hernandez	For	For	For	For	Votes AGAINST James Nelson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Xerox Holdings Corporation	05/25/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Xerox Holdings Corporation	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The STI program was largely based on pre-set objective metrics, financial metric disclosure was robust, and the below-target payout aligned with company performance. A majority of the LTI program was in performance-conditioned equity that utilizes a multi-year performance period. Concerns are noted regarding the lack of forward-looking goal disclosure as well as a promotional grant to the CEO and a new-hire grant to an NEO that did not utilize performance criteria, though a previous LTI grant did not vest when goals were unmet, which again was aligned with recent company performance.
Xerox Holdings Corporation	05/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Xerox Holdings Corporation	05/25/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Xerox Holdings Corporation	05/25/2023	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
XOMA Corporation	05/17/2023	Management	1	Yes	Elect Director Heather L. Franklin	For	For	For	For	WITHHOLD votes for Jack Wyszomierski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/17/2023	Management	2	Yes	Elect Director Natasha Hernday	For	For	For	For	WITHHOLD votes for Jack Wyszomierski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/17/2023	Management	3	Yes	Elect Director Owen Hughes	For	For	For	For	WITHHOLD votes for Jack Wyszomierski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/17/2023	Management	4	Yes	Elect Director Barbara Kosacz	For	For	For	For	WITHHOLD votes for Jack Wyszomierski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/17/2023	Management	5	Yes	Elect Director Joseph M. Limber	For	For	For	For	WITHHOLD votes for Jack Wyszomierski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/17/2023	Management	6	Yes	Elect Director Matthew D. Perry	For	For	For	For	WITHHOLD votes for Jack Wyszomierski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/17/2023	Management	7	Yes	Elect Director Jack L. Wyszomierski	For	For	Withhold	Withhold	WITHHOLD votes for Jack Wyszomierski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XOMA Corporation	05/17/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 15.09 percent is excessive. * The plan allows for company loans to officers for the exercise of stock options.
XOMA Corporation	05/17/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
XOMA Corporation	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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XOMA Corporation	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
XPEL, Inc.	05/24/2023	Management	1	Yes	Elect Director Ryan L. Pape	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ryan Pape, Mark Adams and Richard (Rick) Crumly are warranted for lack of a majority independent board. WITHHOLD votes for Mark Adams and Richard (Rick) Crumly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Stacy Bogart, Richard (Rick) Crumly, and Michael (Mike) Klonne for the apparent lack of racial or ethnic diversity on the board.
XPEL, Inc.	05/24/2023	Management	2	Yes	Elect Director Mark E. Adams	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ryan Pape, Mark Adams and Richard (Rick) Crumly are warranted for lack of a majority independent board. WITHHOLD votes for Mark Adams and Richard (Rick) Crumly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Stacy Bogart, Richard (Rick) Crumly, and Michael (Mike) Klonne for the apparent lack of racial or ethnic diversity on the board.
XPEL, Inc.	05/24/2023	Management	3	Yes	Elect Director Stacy L. Bogart	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ryan Pape, Mark Adams and Richard (Rick) Crumly are warranted for lack of a majority independent board. WITHHOLD votes for Mark Adams and Richard (Rick) Crumly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Stacy Bogart, Richard (Rick) Crumly, and Michael (Mike) Klonne for the apparent lack of racial or ethnic diversity on the board.
XPEL, Inc.	05/24/2023	Management	4	Yes	Elect Director Richard K. Crumly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ryan Pape, Mark Adams and Richard (Rick) Crumly are warranted for lack of a majority independent board. WITHHOLD votes for Mark Adams and Richard (Rick) Crumly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Stacy Bogart, Richard (Rick) Crumly, and Michael (Mike) Klonne for the apparent lack of racial or ethnic diversity on the board.
XPEL, Inc.	05/24/2023	Management	5	Yes	Elect Director Michael A. Klonne	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ryan Pape, Mark Adams and Richard (Rick) Crumly are warranted for lack of a majority independent board. WITHHOLD votes for Mark Adams and Richard (Rick) Crumly are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Nominating Committee members Stacy Bogart, Richard (Rick) Crumly, and Michael (Mike) Klonne for the apparent lack of racial or ethnic diversity on the board.
XPEL, Inc.	05/24/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
XPEL, Inc.	05/24/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
XPEL, Inc.	05/24/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Xperi Inc.	04/27/2023	Management	1	Yes	Elect Director Darcy Antonellis	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Inc.	04/27/2023	Management	2	Yes	Elect Director Laura J. Durr	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Inc.	04/27/2023	Management	3	Yes	Elect Director David C. Habiger	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Inc.	04/27/2023	Management	4	Yes	Elect Director Jon E. Kirchner	For	For	For	For	A vote FOR all director nominees is warranted.

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Xperi Inc.	04/27/2023	Management	5	Yes	Elect Director Christopher Seams	For	For	For	For	A vote FOR all director nominees is warranted.
Xperi Inc.	04/27/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
XPO, Inc.	05/17/2023	Management	1	Yes	Elect Director Brad Jacobs	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	2	Yes	Elect Director Jason Aiken	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	3	Yes	Elect Director Bella Allaire	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	4	Yes	Elect Director Wes Frye	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	5	Yes	Elect Director Mario Harik	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	6	Yes	Elect Director Michael Jesselson	For	For	Against	Against	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	7	Yes	Elect Director Allison Landry	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	8	Yes	Elect Director Irene Moshouris	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	9	Yes	Elect Director Johnny C. Taylor, Jr.	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XPO, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the compensation committee sufficiently responded to last year's low say-on-pay vote, an unmitigated pay-for-performance misalignment is present for the year in review. First, concerns are raised regarding two highly paid executives, with the new CEO's pay and the executive chairman's compensation each outpacing the compensation of CEO peers. This is particularly concerning given above-median benchmarking concerns. Additionally, certain LTI awards maintained relatively short performance periods and concerns are raised regarding the structure of the CEO's promotion grant. Lastly, the company converted prior performance awards to RSUs in connection with the spin-off, resulting in significant value to NEOs without the achievement of performance criteria.

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Y-mAbs Therapeutics, Inc.	06/08/2023	Management	1	Yes	Elect Director James I. Healy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Laura Hamill and Ashutosh (Ashu) Tyagi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support.
Y-mAbs Therapeutics, Inc.	06/08/2023	Management	2	Yes	Elect Director Ashutosh Tyagi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Laura Hamill and Ashutosh (Ashu) Tyagi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support.
Y-mAbs Therapeutics, Inc.	06/08/2023	Management	3	Yes	Elect Director Laura Jean Hamill	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Laura Hamill and Ashutosh (Ashu) Tyagi given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for all director nominees for demonstrating poor responsiveness to shareholder concerns following consecutive years of low say-on-pay support.
Y-mAbs Therapeutics, Inc.	06/08/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Y-mAbs Therapeutics, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Concerns are also raised with regards to the modified single trigger change-in-control provision in legacy agreements, the company's lack of risk mitigating provisions, and the absence of long-term performance metrics for awards granted in the most recent fiscal year.
Yelp Inc.	06/09/2023	Management	1	Yes	Elect Director Fred D. Anderson, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	2	Yes	Elect Director Christine Barone	For	For	For	For	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	3	Yes	Elect Director Robert Gibbs	For	For	Withhold	Withhold	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	4	Yes	Elect Director George Hu	For	For	For	For	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendation</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Yelp Inc.	06/09/2023	Management	5	Yes	Elect Director Diane Irvine	For	For	Withhold	Withhold	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	6	Yes	Elect Director Sharon Rothstein	For	For	For	For	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	7	Yes	Elect Director Jeremy Stoppelman	For	For	For	For	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	8	Yes	Elect Director Chris Terrill	For	For	For	For	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	9	Yes	Elect Director Tony Wells	For	For	For	For	WITHHOLD votes for Diane Irvine, Fred Anderson Jr. and Robert Gibbs are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yelp Inc.	06/09/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Yelp Inc.	06/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Yelp Inc.	06/09/2023	Shareholder	12	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Yext, Inc.	06/13/2023	Management	1	Yes	Elect Director Andrew Sheehan	For	Withhold	Withhold	Withhold	WITHHOLD votes for Andrew (Andy) Sheehan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Andrew (Andy) Sheehan are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Yext, Inc.	06/13/2023	Management	2	Yes	Elect Director Jesse Lipson	For	For	For	For	WITHHOLD votes for Andrew (Andy) Sheehan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Andrew (Andy) Sheehan are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

<div> <div>DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Compared with ISS Recommendaiton</div> <div>B.1.a</div> </div>										
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Yext, Inc.	06/13/2023	Management	3	Yes	Elect Director Tamar Yehoshua	For	For	For	For	WITHHOLD votes for Andrew (Andy) Sheehan are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Governance Committee member Andrew (Andy) Sheehan are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Yext, Inc.	06/13/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Yext, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Zedge, Inc.	01/18/2023	Management	1	Yes	Elect Director Mark Ghermezian	For	For	For	For	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer, and Gregory (Greg) Suess are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining nominees is warranted.
Zedge, Inc.	01/18/2023	Management	2	Yes	Elect Director Elliot Gibber	For	For	Against	Against	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer, and Gregory (Greg) Suess are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining nominees is warranted.
Zedge, Inc.	01/18/2023	Management	3	Yes	Elect Director Howard S. Jonas	For	For	Against	Against	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer, and Gregory (Greg) Suess are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining nominees is warranted.
Zedge, Inc.	01/18/2023	Management	4	Yes	Elect Director Michael Jonas	For	For	For	For	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer, and Gregory (Greg) Suess are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining nominees is warranted.
Zedge, Inc.	01/18/2023	Management	5	Yes	Elect Director Paul Packer	For	For	Against	Against	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer, and Gregory (Greg) Suess are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining nominees is warranted.
Zedge, Inc.	01/18/2023	Management	6	Yes	Elect Director Gregory Suess	For	For	Against	Against	Votes AGAINST Howard Jonas are warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Elliot Gibber, Paul Packer, and Gregory (Greg) Suess are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining nominees is warranted.
Zedge, Inc.	01/18/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.82 percent is excessive. * The plan allows options to be priced at less than 100 percent of the fair market value. * The plan permits cash buyout of awards without prior shareholder approval. * The plan permits repricing and exchange of grants without prior shareholder approval.
Zumiez Inc.	05/31/2023	Management	1	Yes	Elect Director Thomas D. Campion	For	For	For	For	A vote FOR all director nominees is warranted.
Zumiez Inc.	05/31/2023	Management	2	Yes	Elect Director Liliana Gil Valletta	For	For	For	For	A vote FOR all director nominees is warranted.
Zumiez Inc.	05/31/2023	Management	3	Yes	Elect Director Carmen R. Bauza	For	For	For	For	A vote FOR all director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zumiez Inc.	05/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Zumiez Inc.	05/31/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Zumiez Inc.	05/31/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Zumiez Inc.	05/31/2023	Management	7	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Zumiez Inc.	05/31/2023	Management	8	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven year
Zurn Elkay Water Solutions Corporation	05/04/2023	Management	1	Yes	Elect Director Thomas D. Christopoul	For	For	For	For	A vote FOR all director nominees is warranted.
Zurn Elkay Water Solutions Corporation	05/04/2023	Management	2	Yes	Elect Director Emma M. McTague	For	For	For	For	A vote FOR all director nominees is warranted.
Zurn Elkay Water Solutions Corporation	05/04/2023	Management	3	Yes	Elect Director Peggy N. Troy	For	For	For	For	A vote FOR all director nominees is warranted.
Zurn Elkay Water Solutions Corporation	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the compensation committee only demonstrated sufficient responsiveness to a certain degree following last year's failed say-on-pay proposal. Continued monitoring is warranted given that the company has not made a specific commitment not to repeat in the future a problematic action raised by shareholders as a concern. The expectation that the actions were one-time and will not be repeated somewhat mitigates this concern.
Zurn Elkay Water Solutions Corporation	05/04/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

VOTE SUMMARY REPORT

B.1.a

Date range covered : 01/01/2023 to 03/31/2023

LOCATION(S): ALL LOCATIONS

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

Axis Bank Limited

Meeting Date: 01/16/2023 **Country:** India **Ticker:** 532215
Record Date: 12/09/2022 **Meeting Type:** Special
Primary Security ID: Y0487S137

Shares Voted: 164,538

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Revision in the Remuneration Payable to Amitabh Chaudhry as Managing Director & CEO	Mgmt	For	For	For
2	Elect Parameswaranpillai Naga Prasad as Director	Mgmt	For	For	For
3	Approve Increase in Number of Directors to a Maximum of 18 Directors	Mgmt	For	For	For
4	Approve Axis Bank Employees Stock Unit Scheme, 2022	Mgmt	For	For	For
5	Approve Grant of Units to the Employees of the Subsidiary and Associate Companies of the Bank Under Axis Bank Employees Stock Unit Scheme, 2022	Mgmt	For	For	For
6	Approve Modification to the Existing Axis Bank Employees Stock Option Scheme, 2000-01	Mgmt	For	For	For
7	Approve Grant of Options to the Employees of the Associate Companies of the Bank Under Axis Bank Employees Stock Option Scheme, 2000-01	Mgmt	For	For	For

SCB X Public Company Limited

Meeting Date: 01/19/2023 **Country:** Thailand **Ticker:** SCB
Record Date: 12/09/2022 **Meeting Type:** Extraordinary Shareholders
Primary Security ID: Y753YV119

Shares Voted: 710,430

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Issuance and Offering for Sale of Fixed Income Securities	Mgmt	For	Refer	For

Meeting Date: 01/20/2023

Record Date: 01/17/2023

Primary Security ID: Y2R318121

Country: China

Meeting Type: Extraordinary Shareholders

Ticker: 2238

Shares Voted: 15,342,187

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Change in Registered Capital and Amendment of Articles of Association	Mgmt	For	Refer	For
2	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Refer	For
3	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Refer	For
4	Amend Working Rules for Independent Directors	Mgmt	For	Refer	For
5	Amend Decision-Making Management Rules of Related Party Transactions	Mgmt	For	Refer	For
6	Approve Fourth Share Option Incentive Scheme (Draft) and Its Summary	Mgmt	For	For	For
7	Approve Appraisal Management Measures for Implementation of the Fourth Share Option Incentive Scheme	Mgmt	For	For	For
8	Approve Grant of Mandate to the Board and Its Authorized Person to Deal with All Matters Relating to Fourth Share Option Incentive Scheme	Mgmt	For	For	For

Meeting Date: 01/20/2023

Record Date: 01/17/2023

Primary Security ID: Y2R318121

Country: China

Meeting Type: Special

Ticker: 2238

Shares Voted: 15,342,187

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Fourth Share Option Incentive Scheme (Draft) and Its Summary	Mgmt	For	For	For
2	Approve Appraisal Management Measures for Implementation of the Fourth Share Option Incentive Scheme	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Grant of Mandate to the Board and Its Authorized Person to Deal with All Matters Relating to Fourth Share Option Incentive Scheme	Mgmt	For	For	For

Thai Beverage Public Company Limited

Meeting Date: 01/27/2023Country: ThailandTicker: Y92

Record Date: 01/05/2023Meeting Type: Annual

Primary Security ID: Y8588A103

Shares Voted: 12,581,611

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Minutes of Previous Meeting	Mgmt	For	For	For
2	Acknowledge Business Operation for 2022 and the Report of the Board of Directors	Mgmt			
3	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
4	Approve Dividend Payment and Appropriation for Legal Reserve	Mgmt	For	For	For
5.1.1	Elect Charoen Sirivadhanabhakdi as Director	Mgmt	For	For	For
5.1.2	Elect Khunying Wanna Sirivadhanabhakdi as Director	Mgmt	For	For	For
5.1.3	Elect Timothy Chia Chee Ming as Director	Mgmt	For	For	For
5.1.4	Elect Khemchai Chutiwongse as Director	Mgmt	For	For	For
5.1.5	Elect Pasu Loharjun as Director	Mgmt	For	For	For
5.1.6	Elect Vivat Tejapaibul as Director	Mgmt	For	For	For
5.2	Approve Determination of Director Authorities	Mgmt	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	For	For
7	Approve Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
8	Approve D&O Insurance for Directors and Executives	Mgmt	For	For	For
9	Approve Mandate for Interested Person Transactions	Mgmt	For	For	For
10	Other Business	Mgmt	For	Against	Against

Tata Steel Limited

B.1.a

Meeting Date: 01/31/2023

Record Date: 12/09/2022

Primary Security ID: Y8547N220

Country: India

Meeting Type: Special

Ticker: 500470

Shares Voted: 12,261,803

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Reappointment and Remuneration of Koushik Chatterjee as Whole-time Director designated as Executive Director and Chief Financial Officer	Mgmt	For	Refer	For
2	Elect Bharti Gupta Ramola as Director	Mgmt	For	For	For
3	Approve Material Modification in Approve Related Party Transaction(s) with Neelachal Ispat Nigam Limited	Mgmt	For	For	For

China Tourism Group Duty Free Corporation Limited

Meeting Date: 02/02/2023

Record Date: 01/27/2023

Primary Security ID: Y15079109

Country: China

Meeting Type: Extraordinary Shareholders

Ticker: 1880

Shares Voted: 326,180

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Elect Li Gang as Director	SH	For	For	For
2	Appoint KPMG Huazhen LLP as Domestic Auditor and KPMG as International Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
3	Amend Articles of Association	Mgmt	For	Refer	For

Pinduoduo Inc.

Meeting Date: 02/08/2023

Record Date: 01/13/2023

Primary Security ID: 722304102

Country: Cayman Islands

Meeting Type: Annual

Ticker: PDD

Shares Voted: 148,434

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

Pinduoduo Inc.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Director Lei Chen	Mgmt	For	For	For
2	Elect Director Anthony Kam Ping Leung	Mgmt	For	For	For
3	Elect Director Haifeng Lin	Mgmt	For	For	For
4	Elect Director Qi Lu	Mgmt	For	Against	Against
5	Elect Director George Yong-Boon Yeo	Mgmt	For	Against	Against
6	Change Company Name to PDD Holdings Inc.	Mgmt	For	For	For
7	Amend Memorandum and Articles of Association	Mgmt	For	Refer	For

Tata Consultancy Services Limited

Meeting Date: 02/12/2023Country: IndiaTicker: 532540

Record Date: 12/31/2022Meeting Type: Special

Primary Security ID: Y85279100

Shares Voted: 105,905

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Reelect Pradeep Kumar Khosla as Director	Mgmt	For	For	For

Larsen & Toubro Limited

Meeting Date: 02/14/2023Country: IndiaTicker: 500510

Record Date: 01/06/2023Meeting Type: Special

Primary Security ID: Y5217N159

Shares Voted: 722,758

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Sale of Carved-Out Business of Smart World & Communication Business to L&T Technology Services Limited, Entering into LTTS PT&D Sub-Contracts and Other Related Party Transactions	Mgmt	For	Refer	For

PT Bank Rakyat Indonesia (Persero) Tbk

B.1.a

Meeting Date: 03/13/2023

Record Date: 02/16/2023

Primary Security ID: Y0697U112

Country: Indonesia

Meeting Type: Annual

Ticker: BBRI

Shares Voted: 30,354,105

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, Statutory Reports, Financial Statements of Micro and Small Enterprise Funding Program and Discharge of Directors and Commissioners	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For
3	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	For	For
4	Approve Auditors of the Company and the Micro and Small Enterprise Funding Program's Financial Statements and Implementation Report	Mgmt	For	For	For
5	Approve Resolution Plan and Update of Recovery Plan of the Company	Mgmt	For	For	For
6	Accept Report on the Use of Proceeds	Mgmt			
7	Approve Share Repurchase Program	Mgmt	For	For	For
8	Approve Changes in the Boards of the Company	Mgmt	For	Against	Against

PT Bank Mandiri (Persero) Tbk

Meeting Date: 03/14/2023

Record Date: 02/17/2023

Primary Security ID: Y7123S108

Country: Indonesia

Meeting Type: Annual

Ticker: BMRI

Shares Voted: 16,535,871

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, Statutory Reports, Report of the Micro and Small Business Funding Program (PUMK), and Discharge of Directors and Commissioners	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	Refer	For
3	Approve Remuneration and Tantiem of Directors and Commissioners	Mgmt	For	Against	Against
4	Appoint Auditors of the Company and the Micro and Small Business Funding Program (PUMK)	Mgmt	For	For	For
5	Approve Resolution Plan	Mgmt	For	Refer	For

PT Bank Mandiri (Persero) Tbk

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve Stock Split	Mgmt	For	For	For
7	Amend Articles of Association	Mgmt	For	Refer	For
8	Approve Changes in the Boards of the Company	Mgmt	For	Against	Against

ITC Limited

Meeting Date: 03/15/2023Country: IndiaTicker: 500875

Record Date: 02/03/2023Meeting Type: Special

Primary Security ID: Y4211T171

Shares Voted: 1,835,664

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Material Related Party Transactions	Mgmt	For	For	For
2	Elect Peter Rajatilakan Chittaranjan as Director	Mgmt	For	Against	Against

Samsung Electronics Co., Ltd.

Meeting Date: 03/15/2023Country: South KoreaTicker: 005930

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y74718100

Shares Voted: 1,616,355

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

PT Bank Central Asia Tbk

Meeting Date: 03/16/2023Country: IndonesiaTicker: BBKA

Record Date: 02/15/2023Meeting Type: Annual

Primary Security ID: Y7123P138

Shares Voted: 24,751,989

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

HYUNDAI MARINE & FIRE INSURANCE Co., Ltd.

Meeting Date: 03/17/2023Country: South KoreaTicker: 001450

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y3842K104

Shares Voted: 107,804

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	Refer	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Cho Yong-il as Inside Director	Mgmt	For	For	For
3.2	Elect Lee Seong-jae as Inside Director	Mgmt	For	For	For
4	Elect Jeong Yeon-seung as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

Kia Corp.

Meeting Date: 03/17/2023Country: South KoreaTicker: 000270

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y47601102

Shares Voted: 53,072

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	Refer	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Ju Woo-jeong as Inside Director	Mgmt	For	For	For
3.2	Elect Shin Jae-yong as Outside Director	Mgmt	For	For	For
3.3	Elect Jeon Chan-hyeok as Outside Director	Mgmt	For	For	For
4.1	Elect Shin Jae-yong as a Member of Audit Committee	Mgmt	For	For	For
4.2	Elect Jeon Chan-hyeok as a Member of Audit Committee	Mgmt	For	For	For
5.1	Approve Terms of Retirement Pay	Mgmt	For	For	For
5.2	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

POSCO Holdings Inc.

Meeting Date: 03/17/2023Country: South KoreaTicker: 005490

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y70750115

Shares Voted: 111,237

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	Refer	For
2.1	Amend Articles of Incorporation (Company Address Change)	Mgmt	For	Refer	For
2.2	Amend Articles of Incorporation (Written Voting)	Mgmt	For	Refer	For
2.3	Amend Articles of Incorporation (Record Date)	Mgmt	For	Refer	For
3.1	Elect Jeong Gi-seop as Inside Director	Mgmt	For	For	For
3.2	Elect Yoo Byeong-ock as Inside Director	Mgmt	For	For	For
3.3	Elect Kim Ji-yong as Inside Director	Mgmt	For	For	For
4	Elect Kim Hak-dong as Non-Independent Non-Executive Director	Mgmt	For	Against	Against
5	Elect Kim Jun-gi as Outside Director	Mgmt	For	For	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

Meeting Date: 03/20/2023

Country: United Arab Emirates

Ticker: ADCB

Record Date: 03/17/2023

Meeting Type: Annual

Primary Security ID: M0152Q104

Shares Voted: 1,036,748

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Board Report on Company Operations and Financial Position	Mgmt	For	For	For
2	Approve Auditors' Report on Company Financial Statements	Mgmt	For	For	For
3	Approve Internal Shariah Supervisory Board's Report	Mgmt	For	For	For
4	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
5	Approve Dividends of AED 0.18 per Share and Bonus Shares of AED 0.37 per Share	Mgmt	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	For	For
7	Approve Discharge of Directors	Mgmt	For	For	For
8	Approve Discharge of Auditors	Mgmt	For	For	For
9	Ratify Auditors and Fix Their Remuneration for FY 2023	Mgmt	For	For	For
	Extraordinary Business	Mgmt			
1.1	Amend Article 6 of Bylaws Re: Company's Capital	Mgmt	For	Refer	For
1.2	Amend Article 15 Paragraph 1 of Bylaws Re: Capital Increase	Mgmt	For	Refer	For
1.3	Approve Deletion of Article 15 Paragraph 2 of Bylaws	Mgmt	For	Refer	For
1.4	Approve Addition of Article 41 Paragraph 2 Re: Appointment of Internal Shariah Supervisory Committee	Mgmt	For	Refer	For
2.1	Authorize Renewal of the Bank's Debt Issuance Program and Create New Programs on Issuing Non-Convertible Securities into Shares Up to USD 8,000,000,000	Mgmt	For	Refer	For
2.2	Authorize Issuance of Debt Instrument on a Standalone Basis up to USD 2,000,000,000	Mgmt	For	Refer	For
2.3	Authorize Issuance of Debt Tier Capital instruments Including Additional Tier 1 Capital or Subordinated Tier 2 Capital with an Aggregate Face Amount of up to USD 2,000,000,000	Mgmt	For	Refer	For

Abu Dhabi Commercial Bank

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.4	Authorize Board, Committee Members, Officer or any Authorized Person to Issue Any Type of Sukuk/Non-Convertible Securities into Shares Up to USD 8,000,000,000	Mgmt	For	Refer	For

China Construction Bank Corporation

Meeting Date: 03/20/2023	Country: China	Ticker: 939
Record Date: 02/17/2023	Meeting Type: Extraordinary Shareholders	
Primary Security ID: Y1397N101		

Shares Voted: 32,266,432

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Elect Cui Yong as Director	Mgmt	For	For	For
2	Elect Ji Zhihong as Director	Mgmt	For	For	For

Al Rajhi Bank

Meeting Date: 03/21/2023	Country: Saudi Arabia	Ticker: 1120
Record Date:	Meeting Type: Annual	
Primary Security ID: M0R60D105		

Shares Voted: 557,247

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Board Report on Company Operations for FY 2022	Mgmt	For	For	For
2	Accept Financial Statements and Statutory Reports for FY 2022	Mgmt	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2022	Mgmt	For	For	For
4	Approve Discharge of Directors for FY 2022	Mgmt	For	For	For
5	Approve Dividends of SAR 1.25 per Share for FY 2022	Mgmt	For	For	For
6	Approve Interim Dividends Semi Annually or Quarterly for FY 2023	Mgmt	For	For	For
7	Ratify Auditors and Fix Their Remuneration for Q1, Q2, Q3 and Annual Statement of FY 2023 and Q1 of FY 2024	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Remuneration of Directors of SAR 4,946,438 for FY 2022	Mgmt	For	For	For
9	Approve Remuneration of Audit Committee Members of SAR 975,000 for FY 2022	Mgmt	For	For	For
10	Amend Audit and Compliance Committee Charter	Mgmt	For	Refer	Against
11	Elect Waleed Al Muqbil as Executive Director	Mgmt	For	Against	Against
12	Approve Authorization of the Board Regarding Future Related Party Transactions According to Article 27 of the Companies Law	Mgmt	For	For	For
13	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Micro and Small Business Vehicles Insurance	Mgmt	For	For	For
14	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Coverage Agreement of Banks and Professional Responsibility Insurance	Mgmt	For	For	For
15	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Coverage Agreement of Directors and Executives Insurance	Mgmt	For	For	For
16	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Properties All Risk Policy	Mgmt	For	For	For
17	Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Fire and Allied Perils - Mortgage Insurance Agreement	Mgmt	For	For	For
18	Approve Related Party Transactions Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Bancassurance Agreement	Mgmt	For	For	For
19	Approve Related Party Transactions Approve Related Party Transactions with Al Rajhi Company for Cooperative Insurance Re: Vehicle Insurance Agreement	Mgmt	For	For	For

Shares Voted: 85,986

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Elect Byeon Dae-gyu as Non-Independent Non-Executive Director	Mgmt	For	Against	Against
3	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

CEMEX SAB de CV

Meeting Date: 03/23/2023Country: MexicoTicker: CEMEXCPO
Record Date: 02/27/2023Meeting Type: Annual
Primary Security ID: P2253T133

Shares Voted: 359,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For
3	Present Board's Report on Share Repurchase	Mgmt	For	For	For
4	Set Maximum Amount of Share Repurchase Reserve	Mgmt	For	For	For
5	Authorize Reduction in Variable Portion of Capital via Cancellation of Repurchased Shares	Mgmt	For	For	For
6.A	Elect Rogelio Zambrano Lozano as Board Chairman	Mgmt	For	For	For
6.B	Elect Fernando A. Gonzalez Olivieri as Director	Mgmt	For	For	For
6.C	Elect Marcelo Zambrano Lozano as Director	Mgmt	For	For	For
6.D	Elect Armando J. Garcia Segovia as Director	Mgmt	For	For	For
6.E	Elect Rodolfo Garcia Muriel as Director	Mgmt	For	For	For
6.F	Elect Francisco Javier Fernandez Carbajal as Director	Mgmt	For	For	For
6.G	Elect Armando Garza Sada as Director	Mgmt	For	Against	Against
6.H	Elect David Martinez Guzman as Director	Mgmt	For	For	For
6.I	Elect Everardo Elizondo Almaguer as Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6.J	Elect Ramiro Gerardo Villarreal Morales as Director	Mgmt	For	For	For
6.K	Elect Gabriel Jaramillo Sanint as Director	Mgmt	For	For	For
6.L	Elect Isabel Maria Aguilera Navarro as Director	Mgmt	For	For	For
6.M	Elect Maria de Lourdes Melgar Palacios as Director	Mgmt	For	For	For
6.N	Elect Roger Saldana Madero as Board Secretary	Mgmt	For	For	For
7.A	Elect Everardo Elizondo Almaguer as Chairman of Audit Committee	Mgmt	For	For	For
7.B	Elect Francisco Javier Fernandez Carbajal as Member of Audit Committee	Mgmt	For	For	For
7.C	Elect Gabriel Jaramillo Sanint as Member of Audit Committee	Mgmt	For	For	For
7.D	Elect Roger Saldana Madero as Secretary of Audit Committee	Mgmt	For	For	For
8.A	Elect Francisco Javier Fernandez Carbajal as Chairman of Corporate Practices and Finance Committee	Mgmt	For	For	For
8.B	Elect Rodolfo Garcia Muriel as Member of Corporate Practices and Finance Committee	Mgmt	For	For	For
8.C	Elect Armando Garza Sada as Member of Corporate Practices and Finance Committee	Mgmt	For	Against	Against
8.D	Elect Roger Saldana Madero as Secretary of Corporate Practices and Finance Committee	Mgmt	For	For	For
9.A	Elect Armando J. Garcia Segovia as Chairman of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
9.B	Elect Marcelo Zambrano Lozano as Member of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
9.C	Elect Isabel Maria Aguilera Navarro as Member of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
9.D	Elect Maria de Lourdes Melgar Palacios as Member of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For
9.E	Elect Roger Saldana Madero as Secretary of Sustainability, Climate Action, Social Impact and Diversity Committee	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10	Approve Remuneration of Directors and Members of Audit, Corporate Practices and Finance, Sustainability, Climate Action, Social Impact and Diversity Committees	Mgmt	For	For	For
11	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Hansol Chemical Co., Ltd.

Meeting Date: 03/23/2023Country: South KoreaTicker: 014680

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y3064E109

Shares Voted: 30,361

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	Refer	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3	Elect Lee Won-jun as Outside Director	Mgmt	For	For	For
4	Elect Lee Won-jun as a Member of Audit Committee	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	Refer	For

Hyundai Motor Co., Ltd.

Meeting Date: 03/23/2023Country: South KoreaTicker: 005380

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y38472109

Shares Voted: 67,489

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements	Mgmt	For	For	For
2.1	Amend Articles of Incorporation (Business Objectives)	Mgmt	For	Refer	For
2.2	Amend Articles of Incorporation (Electronic Registration of Certificates)	Mgmt	For	Refer	For
2.3	Amend Articles of Incorporation (Improvement of Governance)	Mgmt	For	Refer	For
2.4	Amend Articles of Incorporation (Changes to the Number of Directors)	Mgmt	For	Refer	For
2.5	Amend Articles of Incorporation (Amendment in Executives' Severance Payment Terms)	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.6	Amend Articles of Incorporation (Amendment Relating to Record Date)	Mgmt	For	Refer	For
2.7	Amend Articles of Incorporation (Bylaws)	Mgmt	For	Refer	For
3.1.1	Elect Jang Seung-wha as Outside Director	Mgmt	For	For	For
3.1.2	Elect Choi Yoon-hui as Outside Director	Mgmt	For	For	For
3.2.1	Elect Jose Munoz as Inside Director	Mgmt	For	For	For
3.2.2	Elect Seo Gang-hyeon as Inside Director	Mgmt	For	For	For
4	Elect Jang Seung-hwa as a Member of Audit Committee	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

Shinhan Financial Group Co., Ltd.

Meeting Date: 03/23/2023

Record Date: 12/31/2022

Primary Security ID: Y7749X101

Country: South Korea

Meeting Type: Annual

Ticker: 055550

Shares Voted: 151,964

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Jin Ock-dong as Inside Director	Mgmt	For	Refer	For
3.2	Elect Jeong Sang-hyeok as Non-Independent Non-Executive Director	Mgmt	For	For	For
3.3	Elect Gwak Su-geun as Outside Director	Mgmt	For	Refer	For
3.4	Elect Bae Hun as Outside Director	Mgmt	For	Refer	For
3.5	Elect Seong Jae-ho as Outside Director	Mgmt	For	Refer	For
3.6	Elect Lee Yong-guk as Outside Director	Mgmt	For	Refer	For
3.7	Elect Lee Yoon-jae as Outside Director	Mgmt	For	Refer	For
3.8	Elect Jin Hyeon-deok as Outside Director	Mgmt	For	Refer	For
3.9	Elect Choi Jae-bung as Outside Director	Mgmt	For	Refer	For
4	Elect Yoon Jae-won as Outside Director to Serve as an Audit Committee Member	Mgmt	For	Refer	For

Shinhan Financial Group Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.1	Elect Gwak Su-geun as a Member of Audit Committee	Mgmt	For	Refer	For
5.2	Elect Bae Hun as a Member of Audit Committee	Mgmt	For	Refer	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

DB Insurance Co., Ltd.

Meeting Date: 03/24/2023Country: South KoreaTicker: 005830

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y2096K109

Shares Voted: 180,094

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Amend Articles of Incorporation (Record Date for Dividend)	Mgmt	For	Refer	For
2.2	Amend Articles of Incorporation (Record Date for Interim Dividend)	Mgmt	For	Refer	For
3.1	Elect Choi Jeong-ho as Outside Director	Mgmt	For	For	For
3.2	Elect Jeon Seon-ae as Outside Director	Mgmt	For	For	For
3.3	Elect Nam Seung-hyeong as Inside Director	Mgmt	For	For	For
4	Elect Jeong Chae-woong as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5.1	Elect Choi Jeong-ho as a Member of Audit Committee	Mgmt	For	For	For
5.2	Elect Jeon Seon-ae as a Member of Audit Committee	Mgmt	For	For	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

Hana Financial Group, Inc.

Meeting Date: 03/24/2023Country: South KoreaTicker: 086790

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y29975102

Shares Voted: 166,922

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Kim Hong-jin as Outside Director	Mgmt	For	Against	Against
3.2	Elect Heo Yoon as Outside Director	Mgmt	For	Against	Against
3.3	Elect Lee Jeong-won as Outside Director	Mgmt	For	Against	Against
3.4	Elect Park Dong-moon as Outside Director	Mgmt	For	Refer	For
3.5	Elect Lee Gang-won as Outside Director	Mgmt	For	Refer	For
3.6	Elect Won Suk-yeon as Outside Director	Mgmt	For	For	For
3.7	Elect Lee Jun-seo as Outside Director	Mgmt	For	For	For
3.8	Elect Lee Seung-yeol as Non-Independent Non-Executive Director	Mgmt	For	For	For
4	Elect Yang Dong-hun as Outside Director to Serve as an Audit Committee Member	Mgmt	For	Refer	For
5.1	Elect Heo Yoon as a Member of Audit Committee	Mgmt	For	Against	Against
5.2	Elect Won Suk-yeon as a Member of Audit Committee	Mgmt	For	For	For
5.3	Elect Lee Jun-seo as a Member of Audit Committee	Mgmt	For	For	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

KB Financial Group, Inc.

Meeting Date: 03/24/2023Country: South KoreaTicker: 105560

Record Date: 12/31/2022Meeting Type: Annual

Primary Security ID: Y46007103

Shares Voted: 314,869

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Kwon Seon-ju as Outside Director	Mgmt	For	For	For
3.2	Elect Cho Hwa-jun as Outside Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.3	Elect Oh Gyu-taek as Outside Director	Mgmt	For	For	For
3.4	Elect Yeo Jeong-seong as Outside Director	Mgmt	For	For	For
3.5	Elect Kim Seong-yong as Outside Director	Mgmt	For	For	For
4	Elect Kim Gyeong-ho as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5.1	Elect Kwon Seon-ju as a Member of Audit Committee	Mgmt	For	For	For
5.2	Elect Cho Hwa-jun as a Member of Audit Committee	Mgmt	For	For	For
5.3	Elect Kim Seong-yong as a Member of Audit Committee	Mgmt	For	For	For
6	Approve Terms of Retirement Pay	Mgmt	For	For	For
7	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For
8	Amend Articles of Incorporation (Shareholder Proposal)	SH	Against	Refer	Against
9	Elect Lim Gyeong-jong as Outside Director (Shareholder Proposal)	SH	Against	Refer	Against

Woori Financial Group, Inc.

Meeting Date: 03/24/2023

Record Date: 12/31/2022

Primary Security ID: Y972JZ105

Country: South Korea

Meeting Type: Annual

Ticker: 316140

Shares Voted: 628,316

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Amend Articles of Incorporation	Mgmt	For	Refer	For
3.1	Elect Jeong Chan-hyeong as Outside Director	Mgmt	For	Refer	For
3.2	Elect Yoon Su-young as Outside Director	Mgmt	For	For	For
3.3	Elect Lim Jong-ryong as Inside Director	Mgmt	For	For	For
4	Elect Ji Seong-bae as Outside Director to Serve as an Audit Committee Member	Mgmt	For	For	For
5.1	Elect Jeong Chan-hyeong as a Member of Audit Committee	Mgmt	For	Refer	For
5.2	Elect Yoon Su-young as a Member of Audit Committee	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.3	Elect Shin Yo-han as a Member of Audit Committee	Mgmt	For	For	For
6	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

HDFC Bank Limited

Meeting Date: 03/25/2023Country: IndiaTicker: 500180

Record Date: 02/17/2023Meeting Type: Special

Primary Security ID: Y3119P190

Shares Voted: 1,389,078

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

Credicorp Ltd.

Meeting Date: 03/27/2023Country: BermudaTicker: BAP

Record Date: 02/10/2023Meeting Type: Annual

Primary Security ID: G2519Y108

Shares Voted: 51,328

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Present Board Chairman Report of the Annual and Sustainability Report	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Present Audited Consolidated Financial Statements of Credicorp and its Subsidiaries for FY 2022, Including External Auditors' Report	Mgmt			
3.a1	Elect Antonio Abruna Puyol as Director	Mgmt	For	For	For
3.a2	Elect Nuria Alino Perez as Director	Mgmt	For	For	For
3.a3	Elect Maria Teresa Aranzabal Harreguy as Director	Mgmt	For	For	For
3.a4	Elect Alexandre Gouvea as Director	Mgmt	For	For	For
3.a5	Elect Patricia Lizarraga Guthertz as Director	Mgmt	For	For	For
3.a6	Elect Raimundo Morales Dasso as Director	Mgmt	For	For	For
3.a7	Elect Leslie Pierce Diez-Canseco as Director	Mgmt	For	For	For
3.a8	Elect Luis Romero Belismelis as Director	Mgmt	For	For	For
3.a9	Elect Pedro Rubio Feijoo as Director	Mgmt	For	For	For
3.b1	Approve Remuneration of Directors	Mgmt	For	For	For
4	Approve Tanaka, Valdivia & Asociados, Member Firm of Ernst & Young, as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For

HYUNDAI MIPO DOCKYARD Co., Ltd.

Meeting Date: 03/27/2023

Record Date: 12/31/2022

Primary Security ID: Y3844T103

Country: South Korea

Meeting Type: Annual

Ticker: 010620

Shares Voted: 38,390

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Elect Kim Hyeong-gwan as Inside Director	Mgmt	For	For	For
2.2	Elect Yoo Seung-won as Outside Director	Mgmt	For	For	For
3	Elect Yoo Seung-won as a Member of Audit Committee	Mgmt	For	For	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

Meeting Date: 03/28/2023

Record Date: 12/31/2022

Primary Security ID: Y52758102

Country: South Korea

Meeting Type: Annual

Ticker: 051910

Shares Voted: 55,219

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	Refer	For
2	Elect Cheon Gyeong-hun as Outside Director	Mgmt	For	For	For
3	Elect Cheon Gyeong-hun as a Member of Audit Committee	Mgmt	For	For	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

LG H&H Co., Ltd.

Meeting Date: 03/28/2023

Record Date: 12/31/2022

Primary Security ID: Y5275R100

Country: South Korea

Meeting Type: Annual

Ticker: 051900

Shares Voted: 8,800

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Elect Lee Jeong-ae as Inside Director	Mgmt	For	For	For
2.2	Elect Kim Jae-hwan as Outside Director	Mgmt	For	For	For
3	Elect Kim Jae-hwan as a Member of Audit Committee	Mgmt	For	For	For
4	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

SK hynix, Inc.

Meeting Date: 03/29/2023

Record Date: 12/31/2022

Primary Security ID: Y8085F100

Country: South Korea

Meeting Type: Annual

Ticker: 000660

Shares Voted: 338,859

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2.1	Elect Han Ae-ra as Outside Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.2	Elect Kim Jeong-won as Outside Director	Mgmt	For	For	For
2.3	Elect Jeong Deok-gyun as Outside Director	Mgmt	For	For	For
3.1	Elect Han Ae-ra as a Member of Audit Committee	Mgmt	For	For	For
3.2	Elect Kim Jeong-won as a Member of Audit Committee	Mgmt	For	For	For
4	Elect Park Seong-ha as Non-Independent Non-Executive Director	Mgmt	For	For	For
5	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

Wal-Mart de Mexico SAB de CV

Meeting Date: 03/30/2023Country: MexicoTicker: WALMEX

Record Date: 03/22/2023Meeting Type: Annual

Primary Security ID: P98180188

Shares Voted: 3,729,245

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Approve Report of Audit and Corporate Practices Committees	Mgmt	For	For	For
1b	Approve CEO's Report	Mgmt	For	For	For
1c	Approve Board Opinion on CEO's Report	Mgmt	For	For	For
1d	Approve Board of Directors' Report	Mgmt	For	For	For
1e	Approve Report Re: Employee Stock Purchase Plan	Mgmt	For	For	For
2	Approve Consolidated Financial Statements	Mgmt	For	For	For
3a	Approve Allocation of Income	Mgmt	For	For	For
3b	Approve Ordinary Dividend of MXN 1.12 Per Share	Mgmt	For	For	For
3c	Approve Extraordinary Dividend of MXN 1.57 Per Share	Mgmt	For	For	For
4	Approve Report on Share Repurchase Reserves	Mgmt	For	For	For
5a1	Accept Resignation of Blanca Trevino as Director	Mgmt	For	For	For
5b1	Ratify Maria Teresa Arnal as Director	Mgmt	For	For	For
5b2	Ratify Adolfo Cerezo as Director	Mgmt	For	For	For
5b3	Ratify Ernesto Cervera as Director	Mgmt	For	For	For
5b4	Ratify Kirsten Evans as Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5b5	Ratify Eric Perez Grovas as Director	Mgmt	For	For	For
5b6	Ratify Leigh Hopkins as Director	Mgmt	For	For	For
5b7	Ratify Elizabeth Kwo as Director	Mgmt	For	For	For
5b8	Ratify Guilherme Loureiro as Director	Mgmt	For	For	For
5b9	Ratify Judith McKenna as Board Chairman	Mgmt	For	For	For
5b10	Ratify Karthik Raghupathy as Director	Mgmt	For	For	For
5b11	Ratify Tom Ward as Director	Mgmt	For	For	For
5c1	Ratify Adolfo Cerezo as Chairman of Audit and Corporate Practices Committees	Mgmt	For	For	For
5c2	Approve Discharge of Board of Directors and Officers	Mgmt	For	For	For
5c3	Approve Directors and Officers Liability	Mgmt	For	For	For
5d1	Approve Remuneration of Board Chairman	Mgmt	For	For	For
5d2	Approve Remuneration of Director	Mgmt	For	For	For
5d3	Approve Remuneration of Chairman of Audit and Corporate Practices Committees	Mgmt	For	For	For
5d4	Approve Remuneration of Member of Audit and Corporate Practices Committees	Mgmt	For	For	For
6	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Fomento Economico Mexicano SAB de CV

Meeting Date: 03/31/2023

Country: Mexico

Ticker: FEMSAUBD

Record Date: 03/01/2023

Meeting Type: Annual/Special

Primary Security ID: P4182H115

Shares Voted: 77,676

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
	Extraordinary General Meeting Agenda	Mgmt			
1	Amend Article 25 Re: Decrease in Board Size	Mgmt	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
3	Approve Minutes of Meeting	Mgmt	For	For	For
	Annual General Meeting Agenda	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Allocation of Income and Cash Dividends	Mgmt	For	For	For
3	Set Maximum Amount of Share Repurchase Reserve	Mgmt	For	For	For
4.a	Election of Series B Directors	Mgmt			
	Elect Jose Antonio Fernandez Carbajal as Director	Mgmt	For	For	For
4.b	Elect Eva Maria Garza Laguera Gonda as Director	Mgmt	For	For	For
4.c	Elect Paulina Garza Laguera Gonda as Director	Mgmt	For	For	For
4.d	Elect Francisco Jose Calderon Rojas as Director	Mgmt	For	For	For
4.e	Elect Alfonso Garza Garza as Director	Mgmt	For	For	For
4.f	Elect Bertha Paula Michel Gonzalez as Director	Mgmt	For	For	For
4.g	Elect Alejandro Bailleres Gual as Director	Mgmt	For	Against	Against
4.h	Elect Barbara Garza Laguera Gonda as Director	Mgmt	For	For	For
4.i	Elect Enrique F. Senior Hernandez as Director	Mgmt	For	For	For
4.j	Elect Michael Larson as Director	Mgmt	For	For	For
4.k	Election of Series D Directors	Mgmt			
	Elect Ricardo E. Saldivar Escajadillo as Director	Mgmt	For	For	For
4.l	Elect Alfonso Gonzalez Migoya as Director	Mgmt	For	For	For
4.m	Elect Victor Alberto Tiburcio Celorio as Director	Mgmt	For	For	For
4.n	Elect Daniel Alegre as Director	Mgmt	For	For	For
4.o	Elect Gibu Thomas as Director	Mgmt	For	For	For
4.p	Election of Series D Alternate Directors	Mgmt			
	Elect Michael Kahn as Alternate Director	Mgmt	For	For	For
4.q	Elect Francisco Zambrano Rodriguez as Alternate Director	Mgmt	For	For	For
4.r	Elect Jaime A. El Koury as Alternate Director	Mgmt	For	For	For
5	Approve Remuneration of Directors; Verify Director's Independence Classification, and Approve Remuneration of Chairman and Secretaries	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Elect Members and Chairmen of Operation and Strategy, Audit, and Corporate Practices and Nominations Committees; Approve Their Remuneration	Mgmt	For	For	For
7	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
8	Approve Minutes of Meeting	Mgmt	For	For	For

Infosys Limited

Meeting Date: 03/31/2023

Record Date: 02/24/2023

Primary Security ID: Y4082C133

Country: India

Meeting Type: Special

Ticker: 500209

Shares Voted: 1,132,407

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Govind Vaidiram Iyer as Director	Mgmt	For	For	For

VOTE SUMMARY REPORT

B.1.a

Date range covered : 04/01/2023 to 06/30/2023

LOCATION(S): ALL LOCATIONS

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

Kasikornbank Public Co. Ltd.

Meeting Date: 04/07/2023 **Country:** Thailand **Ticker:** KBANK
Record Date: 03/09/2023 **Meeting Type:** Annual
Primary Security ID: Y4591R100

Shares Voted: 994,528

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Acknowledge Operations Report	Mgmt			
2	Approve Financial Statements	Mgmt	For	For	For
3	Approve Allocation of Income and Dividend Payment	Mgmt	For	For	For
4.1	Elect Suphajee Suthumpun as Director	Mgmt	For	For	For
4.2	Elect Chanin Donovanik as Director	Mgmt	For	For	For
4.3	Elect Sara Lamsam as Director	Mgmt	For	Against	Against
4.4	Elect Chonchanum Soonthornsaratoon as Director	Mgmt	For	Against	Against
4.5	Elect Kattiya Indaravijaya as Director	Mgmt	For	Against	Against
4.6	Elect Patchara Samalapa as Director	Mgmt	For	Against	Against
5	Approve Remuneration of Directors	Mgmt	For	For	For
6	Approve KPMG Phoomchai Audit Limited as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Other Business	Mgmt			

Dr. Sulaiman Al-Habib Medical Services Group Co.

Meeting Date: 04/10/2023 **Country:** Saudi Arabia **Ticker:** 4013
Record Date: **Meeting Type:** Annual
Primary Security ID: M28438105

Shares Voted: 287,025

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Board Report on Company Operations for FY 2022	Mgmt	For	For	For
2	Accept Financial Statements and Statutory Reports for FY 2022	Mgmt	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2022	Mgmt	For	For	For

Dr. Sulaiman Al-Habib Medical Services Group Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Approve Remuneration of Directors of SAR 1,720,000 for FY 2022	Mgmt	For	For	For
5	Approve Interim Dividends Semi Annually or Quarterly for FY 2023	Mgmt	For	For	For
6	Ratify Distributed Dividends for Q1, Q2, Q3 and Q4 of SAR 3.48 per Share for FY 2022	Mgmt	For	For	For
7	Approve Discharge of Directors for FY 2022	Mgmt	For	For	For
8	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For
9	Ratify Auditors and Fix Their Remuneration for Q2, Q3 and Annual Statement of FY 2023 and Q1 of FY 2024	Mgmt	For	For	For
10	Approve Related Party Transactions Between Sehat Al-Kharj for Healthcare Co and Masah Construction Co Re: Additional Purchase Order Enabling and Structural Work	Mgmt	For	For	For
11	Approve Related Party Transactions Between Dr. Sulaiman Al Habib Hospital FZLLC and Dr. Sulayman Abdulazeez Al Habeeb Re: Acquisition of Concession Rights of Commercial Building in Dubai	Mgmt	For	For	For
12	Approve Related Party Transactions Between Sehat Al-Kharj for Healthcare Co and Masah Construction Co Re: Contract of Construction of Structural Work for a Residential Project	Mgmt	For	For	For
13	Approve Related Party Transactions with Rawafed Al Seha International Co Re: Supply Contract Based on Purchase Orders of Medical Tools, Supplies, Devices and Furniture	Mgmt	For	For	For
14	Approve Related Party Transactions with Al-Andalus Real Estate Co Re: Partnership, Design, Development, Management and Operation Contract for Gharb Jeddah Hospital	Mgmt	For	For	For
15	Approve Related Party Transactions Between Dr. Sulaiman Al Habib Hospital FZLLC and Dr. Sulayman Abdulazeez Al Habeeb Re: Lease of Warehouse Contract in Sharjah UAE	Mgmt	For	For	For

Bangkok Bank Public Company Limited

Meeting Date: 04/12/2023

Record Date: 03/09/2023

Primary Security ID: Y0606R101

Country: Thailand

Meeting Type: Annual

Ticker: BBL

Shares Voted: 1,565,837

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Acknowledge Operations Results	Mgmt			
2	Approve Financial Statements	Mgmt	For	For	For
3	Approve Allocation of Income and Dividend Payment	Mgmt	For	For	For
4.1	Elect Deja Tulananda as Director	Mgmt	For	Against	Against
4.2	Elect Siri Jirapongphan as Director	Mgmt	For	For	For
4.3	Elect Pichet Durongkaveroj as Director	Mgmt	For	Against	Against
4.4	Elect Charnporn Jotikasthira as Director	Mgmt	For	Against	Against
4.5	Elect Chartsiri Sophonpanich as Director	Mgmt	For	Against	Against
4.6	Elect Chansak Fuangfu as Director	Mgmt	For	Against	Against
4.7	Elect Niramarn Laisathit as Director	Mgmt	For	Against	Against
5	Acknowledge Remuneration of Directors	Mgmt			
6	Approve Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Amend Articles of Association	Mgmt	For	Refer	For
8	Other Business	Mgmt	For	Against	Against

PT United Tractors Tbk

Meeting Date: 04/12/2023Country: IndonesiaTicker: UNTR

Record Date: 03/20/2023Meeting Type: Annual

Primary Security ID: Y7146Y140

Shares Voted: 7,665,570

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, and Statutory Reports	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For
3	Elect Directors and Commissioners for the Period 2023-2025	Mgmt	For	Against	Against
4	Approve Remuneration of Directors and Commissioners	Mgmt	For	Against	Against
5	Approve Auditors	Mgmt	For	For	For

Meeting Date: 04/14/2023Country: MexicoTicker: AMXB

Record Date: 04/04/2023Meeting Type: Annual

Primary Security ID: P0280A192

Shares Voted: 5,339,062

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Holders of Series A, AA and B Shares Have Voting Rights where Series A and AA Shares Must be Mexican Nationals to Vote	Mgmt			
1.1	Approve CEO and Auditors' Report on Operations and Results and Board's Opinion on CEO and Auditors' Report	Mgmt	For	For	For
1.2	Approve Board's Report on Principal Policies and Accounting Criteria Followed in Preparation of Financial Information	Mgmt	For	For	For
1.3	Approve Report on Activities and Operations Undertaken by Board	Mgmt	For	For	For
1.4	Approve Audit and Corporate Practices Committee's Report on their Activities	Mgmt	For	For	For
1.5	Approve Consolidated Financial Statements, Allocation of Income and Dividends	Mgmt	For	For	For
1.6	Approve Report on Repurchased Shares Reserve	Mgmt	For	For	For
2.1	Approve Discharge of Board and CEO	Mgmt	For	For	For
2.2a	Elect and/or Ratify Carlos Slim Domit as Board Chairman	Mgmt	For	For	For
2.2b	Elect and/or Ratify Patrick Slim Domit as Vice-Chairman	Mgmt	For	Against	Against
2.2c	Elect and/or Ratify Antonio Cosio Pando as Director	Mgmt	For	For	For
2.2d	Elect and/or Ratify Pablo Roberto Gonzalez Guajardo as Director	Mgmt	For	Against	Against
2.2e	Elect and/or Ratify Daniel Hajj Aboumrad as Director	Mgmt	For	For	For
2.2f	Elect and/or Ratify Vanessa Hajj Slim as Director	Mgmt	For	For	For
2.2g	Elect and/or Ratify David Ibarra Munoz as Director	Mgmt	For	For	For
2.2h	Elect and/or Ratify Claudia Janez Sanchez as Director	Mgmt	For	For	For
2.2i	Elect and/or Ratify Rafael Moises Kalach Mizrahi as Director	Mgmt	For	For	For
2.2j	Elect and/or Ratify Francisco Medina Chavez as Director	Mgmt	For	For	For
2.2k	Elect and/or Ratify Gisselle Moran Jimenez as Director	Mgmt	For	For	For
2.2l	Elect and/or Ratify Luis Alejandro Soberon Kuri as Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.2m	Elect and/or Ratify Ernesto Vega Velasco as Director	Mgmt	For	For	For
2.2n	Elect and/or Ratify Oscar Von Hauske Solis as Director	Mgmt	For	For	For
2.2o	Elect and/or Ratify Alejandro Cantu Jimenez as Secretary (Non-Member) of Board	Mgmt	For	For	For
2.2p	Elect and/or Ratify Rafael Robles Miaja as Deputy Secretary (Non-Member) of Board	Mgmt	For	For	For
2.3	Approve Remuneration of Directors	Mgmt	For	Against	Against
3.1	Approve Discharge of Executive Committee	Mgmt	For	For	For
3.2a	Elect and/or Ratify Carlos Slim Domit as Chairman of Executive Committee	Mgmt	For	For	For
3.2b	Elect and/or Ratify Patrick Slim Domit as Member of Executive Committee	Mgmt	For	Against	Against
3.2c	Elect and/or Ratify Daniel Hajj Aboumrads as Member of Executive Committee	Mgmt	For	For	For
3.3	Approve Remuneration of Executive Committee	Mgmt	For	Against	Against
4.1	Approve Discharge of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.2a	Elect and/or Ratify Ernesto Vega Velasco as Chairman of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.2b	Elect and/or Ratify Pablo Roberto Gonzalez Guajardo as Member of Audit and Corporate Practices Committee	Mgmt	For	Against	Against
4.2c	Elect and/or Ratify Rafael Moises Kalach Mizrahi as Member of Audit and Corporate Practices Committee	Mgmt	For	For	For
4.3	Approve Remuneration of Members of Audit and Corporate Practices Committee	Mgmt	For	Against	Against
5	Set Amount of Share Repurchase Reserve	Mgmt	For	For	For
6	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Meeting Date: 04/14/2023	Country: Mexico	Ticker: AMXB
Record Date: 04/04/2023	Meeting Type: Extraordinary Shareholders	
Primary Security ID: P0280A192		

Shares Voted: 5,339,062

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Holders of Series A, AA and B Shares Have Voting Rights where Series A and AA Shares Must be Mexican Nationals to Vote	Mgmt			
1	Authorize Cancellation of All Repurchased Shares Held in Treasury	Mgmt	For	Refer	For
2	Amend Article 6 to Reflect Changes in Capital	Mgmt	For	Refer	For
3	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	Refer	For

Gerdaу SA

Meeting Date: 04/17/2023Country: BrazilTicker: GGBR4

Record Date:Meeting Type: Annual

Primary Security ID: P2867P113

Shares Voted: 1,300,932

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for Preferred Shareholders	Mgmt			
1	As a Preferred Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain
2	Elect Marcio Hamilton Ferreira as Director Appointed by Preferred Shareholder	SH	None	For	For
3	In Case Neither Class of Shares Reaches the Minimum Quorum Required by the Brazilian Corporate Law to Elect a Board Representative in Separate Elections, Would You Like to Use Your Votes to Elect the Candidate with More Votes to Represent Both Classes?	Mgmt	None	For	For
4	Elect Aroldo Salgado de Medeiros Filho as Fiscal Council Member and Marcelo Rodrigues de Farias as Alternate Appointed by Preferred Shareholder	SH	None	For	For

Raia Drogasil SA

Meeting Date: 04/19/2023Country: BrazilTicker: RADL3

Record Date:Meeting Type: Extraordinary Shareholders

Primary Security ID: P7942C102

Shares Voted: 2,846,503

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Authorize Capitalization of Reserves for Bonus Issue	Mgmt	For	For	For
2	Amend Article 4 to Reflect Changes in Capital	Mgmt	For	Refer	For

Raia Drogasil SA

Meeting Date: 04/19/2023Country: BrazilTicker: RADL3

Record Date:Meeting Type: Annual

Primary Security ID: P7942C102

Shares Voted: 2,846,503

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Fix Number of Directors at 11 or 12 (If a Separate Minority Election of a Member of the Board of Directors Is Requested)	Mgmt	For	For	For
4	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against
5	Elect Directors	Mgmt	For	Against	Against
6	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate? If Voting FOR on Item 7, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt	None	Against	Against
7	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain
8.1	Percentage of Votes to Be Assigned - Elect Antonio Carlos Pipponzi as Director	Mgmt	None	Abstain	Abstain
8.2	Percentage of Votes to Be Assigned - Elect Carlos Pires Oliveira Dias as Director	Mgmt	None	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8.3	Percentage of Votes to Be Assigned - Elect Cristiana Almeida Pipponzi as Director	Mgmt	None	Abstain	Abstain
8.4	Percentage of Votes to Be Assigned - Elect Plinio Villares Musetti as Director	Mgmt	None	Abstain	Abstain
8.5	Percentage of Votes to Be Assigned - Elect Paulo Sergio Coutinho Galvao Filho as Director	Mgmt	None	Abstain	Abstain
8.6	Percentage of Votes to Be Assigned - Elect Renato Pires Oliveira Dias as Director	Mgmt	None	Abstain	Abstain
8.7	Percentage of Votes to Be Assigned - Elect Marco Ambrogio Crespi Bonomi as Independent Director	Mgmt	None	Abstain	Abstain
8.8	Percentage of Votes to Be Assigned - Elect Sylvia de Souza Leao Wanderley as Independent Director	Mgmt	None	Abstain	Abstain
8.9	Percentage of Votes to Be Assigned - Elect Denise Soares dos Santos as Independent Director	Mgmt	None	Abstain	Abstain
8.10	Percentage of Votes to Be Assigned - Elect Philipp Paul Marie Povel as Independent Director	Mgmt	None	Abstain	Abstain
8.11	Percentage of Votes to Be Assigned - Elect Eduardo Azevedo Marques de Alvarenga as Independent Director	Mgmt	None	Abstain	Abstain
9	As an Ordinary Shareholder, Would You like to Request a Separate Minority Election of a Member of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Abstain	Abstain
10	Approve Remuneration of Company's Management	Mgmt	For	For	For
11	Elect Fiscal Council Members	Mgmt	For	For	For
12	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	Mgmt	None	Against	Against
13	Elect Antonio Edson Maciel dos Santos as Fiscal Council Member and Alessandra Eloy Gadelha as Alternate Appointed by Minority Shareholder	SH	None	Abstain	Abstain
14	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For
15	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For

Meeting Date: 04/20/2023

Record Date:

Primary Security ID: P6332C102

Country: Brazil

Meeting Type: Annual

Ticker: LREN3

Shares Voted: 2,800,430

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Fix Number of Directors at Eight	Mgmt	For	For	For
4	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against
5.1	Elect Jose Gallo as Director	Mgmt	For	For	For
5.2	Elect Osvaldo Burgos Schirmer as Independent Director	Mgmt	For	For	For
5.3	Elect Carlos Fernando Couto de Oliveira Souto as Independent Director	Mgmt	For	For	For
5.4	Elect Fabio de Barros Pinheiro as Independent Director	Mgmt	For	For	For
5.5	Elect Thomas Bier Herrmann as Independent Director	Mgmt	For	For	For
5.6	Elect Juliana Rozembaum Munemori as Independent Director	Mgmt	For	For	For
5.7	Elect Christiane Almeida Edington as Independent Director	Mgmt	For	For	For
5.8	Elect Jean Pierre Zarouk as Independent Director	Mgmt	For	For	For
	If Voting FOR on Item 6, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
6	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain
7.1	Percentage of Votes to Be Assigned - Elect Jose Gallo as Director	Mgmt	None	Abstain	Abstain
7.2	Percentage of Votes to Be Assigned - Elect Osvaldo Burgos Schirmer as Independent Director	Mgmt	None	Abstain	Abstain
7.3	Percentage of Votes to Be Assigned - Elect Carlos Fernando Couto de Oliveira Souto as Independent Director	Mgmt	None	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.4	Percentage of Votes to Be Assigned - Elect Fabio de Barros Pinheiro as Independent Director	Mgmt	None	Abstain	Abstain
7.5	Percentage of Votes to Be Assigned - Elect Thomas Bier Herrmann as Independent Director	Mgmt	None	Abstain	Abstain
7.6	Percentage of Votes to Be Assigned - Elect Juliana Rozembaum Munemori as Independent Director	Mgmt	None	Abstain	Abstain
7.7	Percentage of Votes to Be Assigned - Elect Christiane Almeida Edington as Independent Director	Mgmt	None	Abstain	Abstain
7.8	Percentage of Votes to Be Assigned - Elect Jean Pierre Zarouk as Independent Director	Mgmt	None	Abstain	Abstain
8	Approve Remuneration of Company's Management	Mgmt	For	For	For
9	Fix Number of Fiscal Council Members at Three	Mgmt	For	For	For
10.1	Elect Joarez Jose Piccinini as Fiscal Council Member and Roberto Zeller Branchi as Alternate	Mgmt	For	For	For
10.2	Elect Roberto Frota Decourt as Fiscal Council Member and Vanderlei Dominguez da Rosa as Alternate	Mgmt	For	For	For
10.3	Elect Robson Rocha as Fiscal Council Member and Jose Avelar Matias Lopes as Alternate	Mgmt	For	For	For
11	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For

CP All Public Company Limited

Meeting Date: 04/21/2023

Record Date: 03/10/2023

Primary Security ID: Y1772K151

Country: Thailand

Meeting Type: Annual

Ticker: CPALL

Shares Voted: 6,681,239

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Acknowledge Operations Report	Mgmt			
2	Approve Financial Statements	Mgmt	For	For	For
3	Approve Allocation of Income and Dividend Payment	Mgmt	For	For	For
4.1	Elect Umroong Sanphasitvong as Director	Mgmt	For	Against	Against
4.2	Elect Narong Chearavanont as Director	Mgmt	For	Against	Against
4.3	Elect Prasert Jarupanich as Director	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.4	Elect Pittaya Jearavisitkul as Director	Mgmt	For	Against	Against
4.5	Elect Piyawat Titasattavorakul as Director	Mgmt	For	Against	Against
5	Approve Remuneration of Directors	Mgmt	For	For	For
6	Approve KPMG Phoomchai Audit Ltd. as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Amend Articles of Association	Mgmt	For	Refer	For
8	Amend Memorandum of Association Re: Company's Objectives	Mgmt	For	For	For

Gruma SAB de CV

Meeting Date: 04/21/2023

Record Date: 04/10/2023

Primary Security ID: P4948K121

Country: Mexico

Meeting Type: Annual

Ticker: GRUMAB

Shares Voted: 616,964

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Set Maximum Amount of Share Repurchase Reserve and Present Report of Operations with Treasury Shares	Mgmt	For	For	For
4	Elect and/or Ratify Directors, Secretary, and Alternates, Verify Independence Classification of Directors and Approve Their Remuneration; Approve Remuneration of Audit and Corporate Practices Committees	Mgmt	For	Refer	Against
5	Elect Chairmen of Audit and Corporate Practices Committees	Mgmt	For	Refer	Against
6	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Gruma SAB de CV

Meeting Date: 04/21/2023

Record Date: 04/10/2023

Primary Security ID: P4948K121

Country: Mexico

Meeting Type: Extraordinary Shareholders

Ticker: GRUMAB

Shares Voted: 616,964

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt			
1	Authorize Cancellation of 5.58 Million Series B Class I Repurchased Shares and Consequently Reduction in Fixed Portion of Capital; Amend Article 6	Mgmt	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 04/21/2023Country: MexicoTicker: GFNORTEO

Record Date: 04/10/2023Meeting Type: Annual

Primary Security ID: P49501201

Shares Voted: 3,407,332

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.a7	Elect Alicia Alejandra Lebrija Hirschfeld as Director	Mgmt	For	For	For
4.a8	Elect Clemente Ismael Reyes Retana Valdes as Director	Mgmt	For	For	For
4.a9	Elect Mariana Banos Reynaud as Director	Mgmt	For	For	For
4.a10	Elect Federico Carlos Fernandez Senderos as Director	Mgmt	For	For	For
4.a11	Elect David Penalzoa Alanis as Director	Mgmt	For	For	For
4.a12	Elect Jose Antonio Chedraui Eguia as Director	Mgmt	For	For	For
4.a13	Elect Alfonso de Angoitia Noriega as Director	Mgmt	For	For	For
4.a14	Elect Thomas Stanley Heather Rodriguez as Director	Mgmt	For	For	For
4.a15	Elect Graciela Gonzalez Moreno as Alternate Director	Mgmt	For	For	For
4.a16	Elect Juan Antonio Gonzalez Marcos as Alternate Director	Mgmt	For	For	For
4.a17	Elect Alberto Halabe Hamui as Alternate Director	Mgmt	For	For	For
4.a18	Elect Gerardo Salazar Viezca as Alternate Director	Mgmt	For	For	For
4.a19	Elect Alberto Perez-Jacome Friscione as Alternate Director	Mgmt	For	For	For
4.a20	Elect Diego Martinez Rueda-Chapital as Alternate Director	Mgmt	For	For	For
4.a21	Elect Roberto Kelleher Vales as Alternate Director	Mgmt	For	For	For
4.a22	Elect Cecilia Goya de Riviello Meade as Alternate Director	Mgmt	For	For	For
4.a23	Elect Jose Maria Garza Trevino as Alternate Director	Mgmt	For	For	For
4.a24	Elect Manuel Francisco Ruiz Camero as Alternate Director	Mgmt	For	For	For
4.a25	Elect Carlos Cesarman Kolteniuk as Alternate Director	Mgmt	For	For	For
4.a26	Elect Humberto Tafolla Nunez as Alternate Director	Mgmt	For	For	For
4.a27	Elect Carlos Phillips Margain as Alternate Director	Mgmt	For	For	For
4.a28	Elect Ricardo Maldonado Yanez as Alternate Director	Mgmt	For	For	For
4.b	Elect Hector Avila Flores (Non-Member) as Board Secretary	Mgmt	For	For	For
4.c	Approve Directors Liability and Indemnification	Mgmt	For	For	For
5	Approve Remuneration of Directors	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Elect Thomas Stanley Heather Rodriguez as Chairman of Audit and Corporate Practices Committee	Mgmt	For	For	For
7.1	Approve Report on Share Repurchase	Mgmt	For	For	For
7.2	Set Aggregate Nominal Amount of Share Repurchase Reserve	Mgmt	For	For	For
8	Approve Certification of Company's Bylaws	Mgmt	For	For	For
9	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Pet Center Comercio e Participacoes SA

Meeting Date: 04/24/2023Country: BrazilTicker: PETZ3

Record Date:Meeting Type: Annual

Primary Security ID: P7S11L108

Shares Voted: 7,507,867

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Accept Management Statements for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
3	Approve Capital Budget, Allocation of Income and Dividends	Mgmt	For	For	For
4	Approve Remuneration of Company's Management	Mgmt	For	For	For
5	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For
6	Elect Catia Yuassa Tokoro as Fiscal Council Member and Bibiana Carneiro as Alternate	Mgmt	For	For	For
7	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For

Pet Center Comercio e Participacoes SA

Meeting Date: 04/24/2023Country: BrazilTicker: PETZ3

Record Date:Meeting Type: Extraordinary Shareholders

Primary Security ID: P7S11L108

Shares Voted: 7,507,867

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Ratify Sylvia de Souza Leao Wanderley as Independent Director	Mgmt	For	For	For
2	Ratify Pro-Contaty Contabilidade S/S Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	Refer	For
3	Approve Independent Firm's Appraisal	Mgmt	For	Refer	For
4	Approve Agreement to Absorb Cansei de Ser Gato Servicos de Producao de Conteudo Ltda. (CDSG)	Mgmt	For	Refer	For
5	Approve Absorption of Cansei de Ser Gato Servicos de Producao de Conteudo Ltda. (CDSG)	Mgmt	For	Refer	For
6	Amend Article 4 to Reflect Changes in Capital	Mgmt	For	Refer	For
7	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
8	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For

Chemical Works of Gedeon Richter Plc

Meeting Date: 04/25/2023Country: HungaryTicker: RICHT

Record Date: 04/21/2023Meeting Type: Annual

Primary Security ID: X3124S107

Shares Voted: 191,699

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Use of Electronic Vote Collection Method	Mgmt	For	For	For
2	Authorize Company to Produce Sound Recording of Meeting Proceedings	Mgmt	For	For	For
3	Elect Chairman and Other Meeting Officials	Mgmt	For	For	For
4	Approve Consolidated Financial Statements	Mgmt	For	For	For
5	Approve Management Board Report on Company's Operations, Business Policy, and Financial Standing	Mgmt	For	For	For
6	Approve Financial Statements	Mgmt	For	For	For
7	Approve Allocation of Income and Dividends of HUF 390 per Share	Mgmt	For	For	For
8	Approve Company's Corporate Governance Statement	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Amend Remuneration Policy	Mgmt	For	Refer	For
10	Approve Remuneration Report	Mgmt	For	Refer	For
11.1	Amend Bylaws	Mgmt	For	Refer	For
11.2	Amend Bylaws	Mgmt	For	Refer	For
13	Approve Report on Share Repurchase Program	Mgmt	For	For	For
14	Authorize Share Repurchase Program	Mgmt	For	For	For
15.1	Reelect Erik Attila Bogsch as Management Board Member	Mgmt	For	For	For
15.2	Reelect Gabor Orban as Management Board Member	Mgmt	For	For	For
15.3	Reelect Ilona Hardy dr. Pinterne as Management Board Member	Mgmt	For	For	For
15.4	Reelect Elek Szilveszter Vizias Management Board Member	Mgmt	For	For	For
15.5	Reelect Peter Cserhati as Management Board Member	Mgmt	For	For	For
15.6	Elect Gabriella Balogh as Management Board Member	Mgmt	For	For	For
15.7	Elect Balazs Szepesi as Management Board Member	Mgmt	For	For	For
15.8	Elect Laszloné Nemeth as Management Board Member	Mgmt	For	For	For
16	Elect Ferenc Sallai as Employee Representative to Supervisory Board	Mgmt	For	For	For
17.1	Approve Terms of Remuneration of Management Board Members	Mgmt	For	For	For
17.2	Approve Terms of Remuneration of Management Board Members	Mgmt	For	For	For
17.3	Approve Terms of Remuneration of Management Board Members	Mgmt	For	Refer	For
18.1	Approve Terms of Remuneration of Supervisory Board Members	Mgmt	For	For	For
18.2	Approve Terms of Remuneration of Supervisory Board Members	Mgmt	For	For	For
18.3	Approve Terms of Remuneration of Audit Committee Members	Mgmt	For	For	For
19	Ratify Deloitte Auditing and Consulting Ltd. as Auditor	Mgmt	For	For	For
20	Approve Auditor's Remuneration	Mgmt	For	For	For
21	Transact Other Business	Mgmt	For	Against	Against

Itau Unibanco Holding SA

Meeting Date: 04/25/2023	Country: Brazil	Ticker: ITUB4
Record Date:	Meeting Type: Annual	
Primary Security ID: P5968U113		

Shares Voted: 3,570,899

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

Localiza Rent A Car SA

Meeting Date: 04/25/2023

Country: Brazil

Ticker: RENT3

Record Date:

Meeting Type: Annual

Primary Security ID: P6330Z111

Shares Voted: 664,236

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
	Shareholders Must Vote For Only Three of the Candidates Under Items 3.1 to 3.4	Mgmt			
3.1	Elect Carla Trematore as Fiscal Council Member and Juliano Lima Pinheiro as Alternate	Mgmt	For	Refer	For
3.2	Elect Antonio de Padua Soares Policarpo as Fiscal Council Member and Guilherme Bottrel Pereira Tostes as Alternate	Mgmt	For	Refer	For
3.3	Elect Pierre Carvalho Magalhaes as Fiscal Council Member and Antonio Lopes Matoso as Alternate	Mgmt	For	Refer	For
3.4	Elect Marcia Fragoso Soares as Fiscal Council Member and Roberto Frota Decourt as Alternate Appointed by PREVI - Caixa de Previdencia dos Funcionarios do Banco do Brasil	SH	None	Refer	Abstain
4	Approve Remuneration of Fiscal Council Members	Mgmt	For	For	For
5	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Fix Number of Directors at Eight	Mgmt	For	For	For
7	Approve Classification of Independent Directors	Mgmt	For	For	For
8.1	Elect Eugenio Pacelli Mattar as Board Chairman	Mgmt	For	For	For
8.2	Elect Luis Fernando Memoria Porto as Vice-Chairman	Mgmt	For	For	For
8.3	Elect Adriana Waltrick Santos as Independent Director	Mgmt	For	For	For
8.4	Elect Artur Noemio Crynbaum as Independent Director	Mgmt	For	For	For
8.5	Elect Maria Leticia de Freitas Costa as Independent Director	Mgmt	For	For	For
8.6	Elect Paulo Antunes Veras as Independent Director	Mgmt	For	For	For
8.7	Elect Pedro de Godoy Bueno as Independent Director	Mgmt	For	For	For
8.8	Elect Sergio Augusto Guerra de Resende as Director	Mgmt	For	For	For
	If Voting FOR on Item 9, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
9	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain
10.1	Percentage of Votes to Be Assigned - Elect Eugenio Pacelli Mattar as Board Chairman	Mgmt	None	Abstain	Abstain
10.2	Percentage of Votes to Be Assigned - Elect Luis Fernando Memoria Porto as Vice-Chairman	Mgmt	None	Abstain	Abstain
10.3	Percentage of Votes to Be Assigned - Elect Adriana Waltrick Santos as Independent Director	Mgmt	None	Abstain	Abstain
10.4	Percentage of Votes to Be Assigned - Elect Artur Noemio Crynbaum as Independent Director	Mgmt	None	Abstain	Abstain
10.5	Percentage of Votes to Be Assigned - Elect Maria Leticia de Freitas Costa as Independent Director	Mgmt	None	Abstain	Abstain
10.6	Percentage of Votes to Be Assigned - Elect Paulo Antunes Veras as Independent Director	Mgmt	None	Abstain	Abstain
10.7	Percentage of Votes to Be Assigned - Elect Pedro de Godoy Bueno as Independent Director	Mgmt	None	Abstain	Abstain
10.8	Percentage of Votes to Be Assigned - Elect Sergio Augusto Guerra de Resende as Director	Mgmt	None	Abstain	Abstain

Localiza Rent A Car SA

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For
12	Approve Remuneration of Company's Management	Mgmt	For	For	For

Localiza Rent A Car SA

Meeting Date: 04/25/2023

Record Date:

Primary Security ID: P6330Z111

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: RENT3

Shares Voted: 664,236

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

Ayala Land, Inc.

Meeting Date: 04/26/2023

Record Date: 03/10/2023

Primary Security ID: Y0488F100

Country: Philippines

Meeting Type: Annual

Ticker: ALI

Shares Voted: 6,603,986

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Minutes of Previous Meeting	Mgmt	For	For	For
2	Approve Annual Report	Mgmt	For	For	For
3	Ratify Acts of the Board of Directors and Officers	Mgmt	For	For	For
4	Approve Amendment to the Seventh Article of the Articles of Incorporation to Decrease the Authorized Capital Stock	Mgmt	For	Refer	For
	Elect 9 Directors by Cumulative Voting	Mgmt			
5.1	Elect Jaime Augusto Zobel de Ayala as Director	Mgmt	For	For	For
5.2	Elect Bernard Vincent O. Dy as Director	Mgmt	For	For	For
5.3	Elect Cezar P. Consing as Director	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.4	Elect Arturo G. Corpuz as Director	Mgmt	For	For	For
5.5	Elect Mariana Zobel de Ayala as Director	Mgmt	For	For	For
5.6	Elect Rex Ma. A. Mendoza as Director	Mgmt	For	For	For
5.7	Elect Surendra M. Menon as Director	Mgmt	For	For	For
5.8	Elect Dennis Gabriel M. Montecillo as Director	Mgmt	For	For	For
5.9	Elect Cesar V. Purisima as Director	Mgmt	For	Against	Against
6	Elect PwC Isla Lipana & Co. as Independent Auditor and Fix Its Remuneration	Mgmt	For	For	For
7	Approve Other Matters	Mgmt	For	Against	Against

Grupo Aeroportuario del Sureste SA de CV

Meeting Date: 04/26/2023	Country: Mexico	Ticker: ASURB
Record Date: 04/18/2023	Meeting Type: Annual	
Primary Security ID: P4950Y100		

Shares Voted: 145,068

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Approve CEO's and Auditor's Reports on Operations and Results of Company, and Board's Opinion on Reports	Mgmt	For	For	For
1b	Approve Board's Report on Accounting Policies and Criteria for Preparation of Financial Statements	Mgmt	For	For	For
1c	Approve Report on Activities and Operations Undertaken by Board	Mgmt	For	For	For
1d	Approve Individual and Consolidated Financial Statements	Mgmt	For	For	For
1e	Approve Report of Audit Committee's Activities and Report on Company's Subsidiaries	Mgmt	For	For	For
1f	Approve Report on Adherence to Fiscal Obligations	Mgmt	For	For	For
2a	Approve Increase in Legal Reserve by MXN 256.83 Million	Mgmt	For	For	For
2b	Approve Cash Ordinary Dividends of MXN 9.93 Per Share and Cash Extraordinary Dividends of MXN 10 Per Share	Mgmt	For	For	For
2c	Set Maximum Amount of MXN 3.75 Billion for Share Repurchase; Approve Policy Related to Acquisition of Own Shares	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3a	Approve Discharge of Board of Directors and CEO	Mgmt	For	For	For
3b.1	Elect/Ratify Fernando Chico Pardo as Director	Mgmt	For	For	For
3b.2	Elect/Ratify Jose Antonio Perez Anton as Director	Mgmt	For	For	For
3b.3	Elect/Ratify Pablo Chico Hernandez as Director	Mgmt	For	For	For
3b.4	Elect/Ratify Aurelio Perez Alonso as Director	Mgmt	For	For	For
3b.5	Elect/Ratify Rasmus Christiansen as Director	Mgmt	For	For	For
3b.6	Elect/Ratify Francisco Garza Zambrano as Director	Mgmt	For	For	For
3b.7	Elect/Ratify Ricardo Guajardo Touche as Director	Mgmt	For	For	For
3b.8	Elect/Ratify Guillermo Ortiz Martinez as Director	Mgmt	For	Against	Against
3b.9	Elect/Ratify Barbara Garza Laguera Gonda as Director	Mgmt	For	For	For
3b.10	Elect/Ratify Heliane Steden as Director	Mgmt	For	For	For
3b.11	Elect/Ratify Diana M. Chavez as Director	Mgmt	For	For	For
3b.12	Elect/Ratify Rafael Robles Miaja as Secretary (Non-Member) of Board	Mgmt	For	For	For
3b.13	Elect/Ratify Ana Maria Poblanno Chanona as Alternate Secretary (Non-Member) of Board	Mgmt	For	For	For
3c.1	Elect/Ratify Ricardo Guajardo Touche as Chairman of Audit Committee	Mgmt	For	For	For
3d.1	Elect/Ratify Barbara Garza Laguera Gonda as Member of Nominations and Compensations Committee	Mgmt	For	For	For
3d.2	Elect/Ratify Fernando Chico Pardo as Member of Nominations and Compensations Committee	Mgmt	For	For	For
3d.3	Elect/Ratify Jose Antonio Perez Anton of Nominations and Compensations Committee	Mgmt	For	For	For
3e.1	Approve Remuneration of Directors in the Amount of MXN 85,000	Mgmt	For	For	For
3e.2	Approve Remuneration of Operations Committee in the Amount of MXN 85,000	Mgmt	For	For	For
3e.3	Approve Remuneration of Nominations and Compensations Committee in the Amount of MXN 85,000	Mgmt	For	For	For
3e.4	Approve Remuneration of Audit Committee in the Amount of MXN 120,000	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3e.5	Approve Remuneration of Acquisitions and Contracts Committee in the Amount of MXN 28,000	Mgmt	For	For	For
4a	Authorize Claudio R. Gongora Morales to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
4b	Authorize Rafael Robles Miaja to Ratify and Execute Approved Resolutions	Mgmt	For	For	For
4c	Authorize Ana Maria Poblanno Chanona to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Natura &Co Holding SA

Meeting Date: 04/26/2023

Record Date:

Primary Security ID: P7S8B6105

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: NTCO3

Shares Voted: 1,465,577

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Treatment of Net Loss	Mgmt	For	For	For
2	Re-Ratify Remuneration of Company's Management for May 2022 to April 2023 Period	Mgmt	For	Refer	Against
3	Approve Classification of Bruno De Araujo Lima Rocha and Maria Eduarda Mascarenhas Kertesz as Independent Directors	Mgmt	For	For	For
4	Approve Decrease in Size of Board and Fix Number of Directors at Nine	Mgmt	For	For	For
5	Elect Bruno De Araujo Lima Rocha and Maria Eduarda Mascarenhas Kertesz as Independent Directors	Mgmt	For	For	For
6	Amend Article 5 to Reflect Changes in Capital	Mgmt	For	Refer	For
7	Amend Article 10	Mgmt	For	Refer	For
8	Amend Articles 11, 16, 18, 19, and 21	Mgmt	For	Refer	For
9	Amend Article 15 Re: Paragraph 1	Mgmt	For	Refer	For
10	Amend Articles 15, 16, 18, 20 22, and 24	Mgmt	For	Refer	For
11	Amend Article 15 Re: Paragraph 3	Mgmt	For	Refer	For
12	Amend Article 19	Mgmt	For	Refer	For
13	Amend Articles 21 and 23	Mgmt	For	Refer	For
14	Amend Article 22 and Remove Articles 25 and 26	Mgmt	For	Refer	For

Natura &Co Holding SA

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
15	Consolidate Bylaws	Mgmt	For	Refer	For

Natura &Co Holding SA

Meeting Date: 04/26/2023

Record Date:

Primary Security ID: P7S8B6105

Country: Brazil

Meeting Type: Annual

Ticker: NTCO3

Shares Voted: 1,465,577

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Remuneration of Company's Management	Mgmt	For	For	For
3	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	Against	For	For
4	Elect Cynthia Mey Hobbs Pinho as Fiscal Council Member and Andrea Maria Ramos Leonel as Alternate Appointed by Minority Shareholder	SH	None	For	For

America Movil SAB de CV

Meeting Date: 04/27/2023

Record Date: 04/19/2023

Primary Security ID: P0280A192

Country: Mexico

Meeting Type: Ordinary Shareholders

Ticker: AMXB

Shares Voted: 5,339,062

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Holders of Series A, AA and B Shares Have Voting Rights where Series A and AA Shares Must be Mexican Nationals to Vote	Mgmt			
1.1	Approve CEO and Auditors' Report on Operations and Results and Board's Opinion on CEO and Auditors' Report	Mgmt	For	For	For
1.2	Approve Board's Report on Principal Policies and Accounting Criteria Followed in Preparation of Financial Information	Mgmt	For	For	For
1.3	Approve Report on Activities and Operations Undertaken by Board	Mgmt	For	For	For
1.4	Approve Audit and Corporate Practices Committee's Report on their Activities	Mgmt	For	For	For

America Movil SAB de CV

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.5	Approve Consolidated Financial Statements, Allocation of Income and Dividends	Mgmt	For	For	For
1.6	Approve Report on Repurchased Shares Reserve	Mgmt	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Hapvida Participacoes e Investimentos SA

Meeting Date: 04/27/2023Country: BrazilTicker: HAPV3

Record Date:Meeting Type: Annual

Primary Security ID: P5R526106

Shares Voted: 15,442,015

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Remuneration of Company's Management	Mgmt	For	Refer	Against
3	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For

Hapvida Participacoes e Investimentos SA

Meeting Date: 04/27/2023Country: BrazilTicker: HAPV3

Record Date:Meeting Type: Extraordinary Shareholders

Primary Security ID: P5R526106

Shares Voted: 15,442,015

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Ratify Directors	Mgmt	For	Against	Against

Petroleo Brasileiro SA

Meeting Date: 04/27/2023Country: BrazilTicker: PETR4

Record Date:Meeting Type: Annual

Primary Security ID: P78331140

Shares Voted: 2,261,229

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Elect Directors	Mgmt	For	Refer	Against
4	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against
5	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Refer	Abstain
	If Voting FOR on Item 6, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
6	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Refer	For
7.1	Percentage of Votes to Be Assigned - Elect Pietro Adamo Sampaio Mendes as Independent Director	Mgmt	None	Refer	Abstain
7.2	Percentage of Votes to Be Assigned - Elect Jean Paul Terra Prates as Director	Mgmt	None	Refer	For
7.3	Percentage of Votes to Be Assigned - Elect Efrain Pereira da Cruz as Independent Director	Mgmt	None	Refer	For
7.4	Percentage of Votes to Be Assigned - Elect Vitor Eduardo de Almeida Saback as Independent Director	Mgmt	None	Refer	For
7.5	Percentage of Votes to Be Assigned - Elect Eugenio Tiago Chagas Cordeiro e Teixeira as Independent Director	Mgmt	None	Refer	For
7.6	Percentage of Votes to Be Assigned - Elect Bruno Moretti as Independent Director	Mgmt	None	Refer	For
7.7	Percentage of Votes to Be Assigned - Elect Sergio Machado Rezende as Independent Director	Mgmt	None	Refer	For
7.8	Percentage of Votes to Be Assigned - Elect Suzana Kahn Ribeiro as Independent Director	Mgmt	None	Refer	For
7.9	Percentage of Votes to Be Assigned - Elect Jose Joao Abdalla Filho as Independent Director	SH	None	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.10	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	SH	None	Refer	For
8	Elect Pietro Adamo Sampaio Mendes as Board Chairman	Mgmt	For	Refer	Against
9	Fix Number of Fiscal Council Members at Five	Mgmt	For	For	For
10	Elect Fiscal Council Members	Mgmt	For	For	For
11	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	Mgmt	None	Against	Against
12	Elect Michele da Silva Gonsales Torres as Fiscal Council Member and Aloisio Macario Ferreira de Souza as Alternate Appointed by Minority Shareholder	SH	None	Abstain	Abstain
13	Approve Remuneration of Company's Management, Fiscal Council, and Statutory Advisory Committees	Mgmt	For	Against	Against
14	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For

Petroleo Brasileiro SA

Meeting Date: 04/27/2023

Record Date: 03/31/2023

Primary Security ID: P78331140

Country: Brazil

Meeting Type: Annual

Ticker: PETR4

Shares Voted: 197,080

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Elect Directors	Mgmt	For	Refer	Against
4	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Refer	For
6.1	Percentage of Votes to Be Assigned - Elect Pietro Adamo Sampaio Mendes as Independent Director	Mgmt	None	Refer	Abstain
6.2	Percentage of Votes to Be Assigned - Elect Jean Paul Terra Prates as Director	Mgmt	None	Refer	For
6.3	Percentage of Votes to Be Assigned - Elect Efrain Pereira da Cruz as Independent Director	Mgmt	None	Refer	For
6.4	Percentage of Votes to Be Assigned - Elect Vitor Eduardo de Almeida Saback as Independent Director	Mgmt	None	Refer	For
6.5	Percentage of Votes to Be Assigned - Elect Eugenio Tiago Chagas Cordeiro e Teixeira as Independent Director	Mgmt	None	Refer	For
6.6	Percentage of Votes to Be Assigned - Elect Bruno Moretti as Independent Director	Mgmt	None	Refer	For
6.7	Percentage of Votes to Be Assigned - Elect Sergio Machado Rezende as Independent Director	Mgmt	None	Refer	For
6.8	Percentage of Votes to Be Assigned - Elect Suzana Kahn Ribeiro as Independent Director	Mgmt	None	Refer	For
6.9	Percentage of Votes to Be Assigned - Elect Jose Joao Abdalla Filho as Independent Director	SH	None	Refer	For
6.10	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	SH	None	Refer	For
7	Elect Pietro Adamo Sampaio Mendes as Board Chairman	Mgmt	For	Refer	Against
8	Fix Number of Fiscal Council Members at Five	Mgmt	For	For	For
9	Elect Fiscal Council Members	Mgmt	For	For	For
10	In Case One of the Nominees Leaves the Fiscal Council Slate Due to a Separate Minority Election, as Allowed Under Articles 161 and 240 of the Brazilian Corporate Law, May Your Votes Still Be Counted for the Proposed Slate?	Mgmt	None	Against	Against
11	Elect Michele da Silva Gonsales Torres as Fiscal Council Member and Aloisio Macario Ferreira de Souza as Alternate Appointed by Minority Shareholder	SH	None	Abstain	Abstain
12	Approve Remuneration of Company's Management, Fiscal Council, and Statutory Advisory Committees	Mgmt	For	Against	Against

Petroleo Brasileiro SA

B.1.a

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

Axis Bank Limited

Meeting Date: 04/28/2023Country: IndiaTicker: 532215

Record Date: 03/24/2023Meeting Type: Special

Primary Security ID: Y0487S137

Shares Voted: 881,732

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Chamarty Seshabhadrasrinivasa Mallikarjunarao as Director	Mgmt	For	For	For
2	Amend Articles of Association Re: Cancellation of Nomination Rights of the Administrator	Mgmt	For	Refer	For

Housing Development Finance Corporation Limited

Meeting Date: 04/28/2023Country: IndiaTicker: 500010

Record Date: 03/24/2023Meeting Type: Special

Primary Security ID: Y37246207

Shares Voted: 514,270

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Borrowing Limits	Mgmt	For	Refer	For

OTP Bank Nyrt

Meeting Date: 04/28/2023Country: HungaryTicker: OTP

Record Date: 04/26/2023Meeting Type: Annual

Primary Security ID: X60746181

Shares Voted: 104,014

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Financial Statements, Statutory Reports, and Allocation of Income and Dividends of HUF 300 per Share	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Company's Corporate Governance Statement	Mgmt	For	For	For
3	Approve Discharge of Management Board	Mgmt	For	For	For
4	Ratify Ernst & Young Ltd. as Auditor and Authorize Board to Fix Its Remuneration	Mgmt	For	For	For
5	Approve Remuneration Policy	Mgmt	For	Refer	Against
6	Elect Antal Gyorgy Kovacs as Management Board Member	Mgmt	For	For	For
7.1	Elect Antal Tibor Tolnay as Supervisory Board Member	Mgmt	For	For	For
7.2	Elect Jozsef Gabor Horvath as Supervisory Board Member	Mgmt	For	For	For
7.3	Elect Tamas Gudra as Supervisory Board Member	Mgmt	For	For	For
7.4	Elect Olivier Pequeux as Supervisory Board Member	Mgmt	For	For	For
7.5	Elect Klara Bella as Supervisory Board Member	Mgmt	For	For	For
7.6	Elect Andras Michnai as Supervisory Board Member	Mgmt	For	For	For
8.1	Elect Antal Tibor Tolnay as Audit Committee Member	Mgmt	For	For	For
8.2	Elect Jozsef Gabor Horvath as Audit Committee Member	Mgmt	For	For	For
8.3	Elect Tamas Gudra as Audit Committee Member	Mgmt	For	For	For
8.4	Elect Olivier Pequeux as Audit Committee Member	Mgmt	For	For	For
9	Approve Terms of Remuneration of Supervisory Board and Audit Committee Members	Mgmt	For	For	For
10	Authorize Share Repurchase Program	Mgmt	For	Refer	For

Vale SA

Meeting Date: 04/28/2023	Country: Brazil	Ticker: VALE3
Record Date:	Meeting Type: Extraordinary Shareholders	
Primary Security ID: P9661Q155		

Shares Voted: 595,650

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

Meeting Date: 04/28/2023	Country: Brazil	Ticker: VALE3
Record Date:	Meeting Type: Annual	
Primary Security ID: P9661Q155		

Shares Voted: 595,650

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Capital Budget, Allocation of Income and Dividends	Mgmt	For	For	For
3	Fix Number of Directors at 13	Mgmt	For	For	For
4	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	Against	Against	Against
5.1	Elect Daniel Andre Stieler as Director	Mgmt	For	For	For
5.2	Elect Douglas James Upton as Independent Director	Mgmt	For	For	For
5.3	Elect Fernando Jorge Buso Gomes as Director	Mgmt	For	Refer	For
5.4	Elect Joao Luiz Fukunaga as Director	Mgmt	For	For	For
5.5	Elect Jose Luciano Duarte Penido as Independent Director	Mgmt	For	For	For
5.6	Elect Luis Henrique Cals de Beaclair Guimaraes as Independent Director	Mgmt	For	For	For
5.7	Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	Mgmt	For	For	For
5.8	Elect Marcelo Gasparino da Silva as Independent Director	Mgmt	For	For	For
5.9	Elect Paulo Hartung as Independent Director	Mgmt	For	For	For
5.10	Elect Rachel de Oliveira Maia as Independent Director	Mgmt	For	For	For
5.11	Elect Shunji Komai as Director	Mgmt	For	For	For
5.12	Elect Vera Marie Inkster as Independent Director	Mgmt	For	For	For
	If Voting FOR on Item 6, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
6	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	For	Abstain	Abstain
7.1	Percentage of Votes to Be Assigned - Elect Daniel Andre Stieler as Director	Mgmt	For	Abstain	Abstain

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.2	Percentage of Votes to Be Assigned - Elect Douglas James Upton as Independent Director	Mgmt	For	Abstain	Abstain
7.3	Percentage of Votes to Be Assigned - Elect Fernando Jorge Buso Gomes as Director	Mgmt	For	Abstain	Abstain
7.4	Percentage of Votes to Be Assigned - Elect Joao Luiz Fukunaga as Director	Mgmt	For	Abstain	Abstain
7.5	Percentage of Votes to Be Assigned - Elect Jose Luciano Duarte Penido as Independent Director	Mgmt	For	Abstain	Abstain
7.6	Percentage of Votes to Be Assigned - Elect Luis Henrique Cals de Beauclair Guimaraes as Independent Director	Mgmt	For	Abstain	Abstain
7.7	Percentage of Votes to Be Assigned - Elect Manuel Lino Silva de Sousa Oliveira (Ollie) as Independent Director	Mgmt	For	Abstain	Abstain
7.8	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director	Mgmt	For	Abstain	Abstain
7.9	Percentage of Votes to Be Assigned - Elect Paulo Hartung as Independent Director	Mgmt	For	Abstain	Abstain
7.10	Percentage of Votes to Be Assigned - Elect Rachel de Oliveira Maia as Independent Director	Mgmt	For	Abstain	Abstain
7.11	Percentage of Votes to Be Assigned - Elect Shunji Komai as Director	Mgmt	For	Abstain	Abstain
7.12	Percentage of Votes to Be Assigned - Elect Vera Marie Inkster as Independent Director	Mgmt	For	Abstain	Abstain
8	Elect Daniel Andre Stieler as Board Chairman	Mgmt	For	For	For
9	Elect Marcelo Gasparino da Silva as Vice-Chairman	Mgmt	For	For	For
10.1	Elect Heloisa Belotti Bedicks as Fiscal Council Member and Jandaraci Ferreira de Araujo as Alternate Appointed by Geracao L. Par Fundo de Investimento em Acoes and Other Shareholders	SH	None	Refer	For
10.2	Elect Marcio de Souza as Fiscal Council Member and Ana Maria Loureiro Recart as Alternate Appointed by Caixa de Previdencia dos Funcionarios do Banco do Brasil - Previ	SH	None	Refer	For
10.3	Elect Paulo Clovis Ayres Filho as Fiscal Council Member and Guilherme Jose de Vasconcelos Cerqueira as Alternate Appointed by Cosan	SH	None	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10.4	Elect Raphael Manhaes Martins as Fiscal Council Member and Adriana de Andrade Sole as Alternate Appointed by Geracao L. Par Fundo de Investimento em Acoes and Other Shareholders	SH	None	Refer	For
11	Approve Remuneration of Company's Management and Fiscal Council	Mgmt	For	For	For

Vamos Locacao de Caminhoes, Maquinas e Equipamentos SA

Meeting Date: 04/28/2023

Country: Brazil

Ticker: VAM03

Record Date:

Meeting Type: Annual

Primary Security ID: P9680U112

Shares Voted: 3,796,210

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends	Mgmt	For	For	For
3	Elect Directors	Mgmt	For	Refer	Against
4	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against
	If Voting FOR on Item 5, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
5	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Abstain	Abstain
6.1	Percentage of Votes to Be Assigned - Elect Fernando Antonio Simoes as Director	Mgmt	None	Abstain	Abstain
6.2	Percentage of Votes to Be Assigned - Elect Denys Marc Ferrez as Director	Mgmt	None	Abstain	Abstain
6.3	Percentage of Votes to Be Assigned - Elect Antonio da Silva Barreto Junior as Director	Mgmt	None	Abstain	Abstain
6.4	Percentage of Votes to Be Assigned - Elect Paulo Sergio Kakinoff as Independent Director	Mgmt	None	Abstain	Abstain
6.5	Percentage of Votes to Be Assigned - Elect Maria Fernanda Teixeira dos Santos as Independent Director	Mgmt	None	Abstain	Abstain

Vamos Locacao de Caminhoes, Maquinas e Equipamentos SA

B1a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Do You Wish to Request Installation of a Fiscal Council, Under the Terms of Article 161 of the Brazilian Corporate Law?	Mgmt	None	For	For
8	Elect Paulo Nobrega Frade as Fiscal Council Member and Rafael Alves Rodrigues as Alternate Appointed by Minority Shareholder	SH	None	For	For
9	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For

Vamos Locacao de Caminhoes, Maquinas e Equipamentos SA

Meeting Date: 04/28/2023

Country: Brazil

Ticker: VAM03

Record Date:

Meeting Type: Extraordinary Shareholders

Primary Security ID: P9680U112

Shares Voted: 4,110,410

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Remuneration of Company's Management	Mgmt	For	For	For
2	Amend Article 1	Mgmt	For	Refer	For
3	Amend Article 2	Mgmt	For	Refer	For
4	Remove Article 4	Mgmt	For	Refer	For
5	Amend Article 6 to Reflect Changes in Capital	Mgmt	For	Refer	For
6	Amend Article 7	Mgmt	For	Refer	For
7	Amend Article 10	Mgmt	For	Refer	For
8	Amend Article 12	Mgmt	For	Refer	For
9	Amend Article 13	Mgmt	For	Refer	For
10	Amend Article 15 Re: Fix Board Size	Mgmt	For	For	For
11	Amend Article 17	Mgmt	For	Refer	For
12	Amend Article 18	Mgmt	For	Refer	For
13	Amend Article 19	Mgmt	For	Refer	For
14	Amend Article 20	Mgmt	For	Refer	For
15	Amend Article 21	Mgmt	For	Refer	For
16	Amend Article 22	Mgmt	For	Refer	For
17	Amend Article 26	Mgmt	For	Refer	For
18	Amend Article 27	Mgmt	For	Refer	For

Vamos Locacao de Caminhoes, Maquinas e Equipamentos SA

B1a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
19	Add New Article Re: Audit Committee	Mgmt	For	Refer	For
20	Amend Article 28	Mgmt	For	Refer	For
21	Consolidate Bylaws	Mgmt	For	Refer	For
22	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For

Alinma Bank

Meeting Date: 04/30/2023Country: Saudi ArabiaTicker: 1150

Record Date: 04/27/2023Meeting Type: Annual

Primary Security ID: M0R35G100

Shares Voted: 1,902,656

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Board Report on Company Operations for FY 2022	Mgmt	For	For	For
2	Accept Financial Statements and Statutory Reports for FY 2022	Mgmt	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2022	Mgmt	For	For	For
4	Approve Discharge of Directors for FY 2022	Mgmt	For	For	For
5	Ratify Auditors and Fix Their Remuneration for Q1, Q2, Q3 and Annual Statement of FY 2023 and Q1 for FY 2024	Mgmt	For	For	For
6	Approve Dividends of SAR 0.50 per Share for Second Half of FY 2022	Mgmt	For	For	For
7	Approve Remuneration of Directors of SAR 9,085,604.40 for FY 2022	Mgmt	For	For	For
8	Approve Interim Dividends Semi Annually or Quarterly for FY 2023	Mgmt	For	For	For
9	Amend Shariah Committee Charter	Mgmt	For	Refer	For
10	Amend Audit Committee Charter	Mgmt	For	Refer	For
11	Approve Corporate Social Responsibility Policy	Mgmt	For	Refer	For
12	Elect Haytham Al Sheikh Mubarak and Othman Al Tuweejri as Members of Audit Committee	Mgmt	For	Against	Against
13	Delete Article 8 of Bylaws Re: Subscription	Mgmt	For	Refer	For
14	Amend Article 9 of Bylaws Re: Shares	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
15	Amend Article 10 of Bylaws Re: Trading of Shares	Mgmt	For	Refer	For
16	Amend 13 of Bylaws Re: Increase of Capital	Mgmt	For	Refer	For
17	Amend 14 of Bylaws Re: Decrease of Capital	Mgmt	For	Refer	For
18	Amend 15 of Bylaws Re: Purchase of Shares	Mgmt	For	Refer	For
19	Amend Article 18 of Bylaws Re: Management	Mgmt	For	Refer	For
20	Amend Article 19 of Bylaws Re: Membership Expiry	Mgmt	For	Refer	For
21	Amend Article 20 of Bylaws Re: Powers	Mgmt	For	Refer	For
22	Amend Article 22 of Bylaws Re: Executive Committee	Mgmt	For	Refer	For
23	Amend Article 23 of Bylaws Re: Audit Committee	Mgmt	For	Refer	Against
24	Amend Article 25 of Bylaws Re: Chairman, Vice Chairman, and Secretary	Mgmt	For	Refer	For
25	Amend Article 26 of Bylaws Re: Meetings	Mgmt	For	Refer	For
26	Amend Article 27 of Bylaws Re: Quorum of Meetings	Mgmt	For	Refer	For
27	Amend Article 28 of Bylaws Re: Board's Resolutions	Mgmt	For	Refer	For
28	Amend Article 29 of Bylaws Re: General Assembly Meeting	Mgmt	For	Refer	For
29	Delete Article 30 of Bylaws Re: Founding Assembly	Mgmt	For	Refer	For
30	Amend Article 33 of Bylaws Re: Convening of General Assembly Meetings	Mgmt	For	Refer	For
31	Amend Article 34 of Bylaws Re: Method of Attending	Mgmt	For	Refer	For
32	Amend Article 35 of Bylaws Re: Quorum of Ordinary General Assembly	Mgmt	For	Refer	For
33	Amend Article 36 of Bylaws Re: Quorum of Extraordinary General Assembly	Mgmt	For	Refer	For
34	Amend Article 38 of Bylaws Re: Resolutions	Mgmt	For	Refer	For
35	Amend Article 39 of Bylaws Re: Agenda	Mgmt	For	Refer	For
36	Amend Article 40 of Bylaws Re: General Assemblies Chairmanship	Mgmt	For	Refer	For
37	Amend Article 42 of Bylaws Re: Records	Mgmt	For	Refer	For
38	Amend Article 43 of Bylaws Re: Fiscal Year	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
39	Amend Article 44 of Bylaws Re: Financial Statement and Board's Report	Mgmt	For	Refer	For
40	Amend Article 47 of Bylaws Re: Liability Actions	Mgmt	For	Refer	For
41	Amend Article 48 of Bylaws Re: Company's Losses	Mgmt	For	Refer	For
42	Amend Article 51 of Bylaws Re: Shariah Governance	Mgmt	For	Refer	For
43	Approve Rearrangement and Numbering of Company's Articles of Association	Mgmt	For	Refer	For
44	Approve Employee Stock Incentive program and Authorize Board to Approve the Rules and Any Future Amendments on the Program	Mgmt	For	Against	Against
45	Authorize Share Repurchase Program up to 5,000,000 Shares for the Purpose of Employee Stok Incentive Program and Authorize Board to Execute the Resolution	Mgmt	For	Refer	Against
46	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For
47	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 2 of Article 27 of Companies Law	Mgmt	For	For	For
48	Allow Anees Muominah to Be Involved with Competitor Companies	Mgmt	For	For	For
49	Approve Related Party Transactions with Alinma Tokyo Marine Company Re: Issuance and Renewal of Insurance Policies for the Bank	Mgmt	For	For	For

Reliance Industries Ltd.

Meeting Date: 05/02/2023

Record Date: 04/25/2023

Primary Security ID: Y72596102

Country: India

Meeting Type: Court

Ticker: 500325

Shares Voted: 1,436,325

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

Meeting Date: 05/07/2023

Country: Saudi Arabia

Ticker: 1180

Record Date:

Meeting Type: Annual

Primary Security ID: M7S2CL107

Shares Voted: 823,810

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt			
1	Authorize Increase of Share Capital of the Bank through Capitalization from Retained Earning for Bonus Shares and Amend Article 8 of Bylaws	Mgmt	For	For	For
2	Approve Board Report on Company Operations for FY 2022	Mgmt	For	For	For
3	Accept Financial Statements and Statutory Reports for FY 2022	Mgmt	For	For	For
4	Approve Auditors' Report on Company Financial Statements for FY 2022	Mgmt	For	For	For
5	Approve Dividends of SAR 0.60 per Share for Second Half of FY 2022	Mgmt	For	For	For
6	Elect Huda Bint Mohammed bin Ghusun as Independent Director	Mgmt	For	For	For
7	Approve Interim Dividends Semi Annually or Quarterly for FY 2023	Mgmt	For	For	For
8	Ratify Auditors and Fix Their Remuneration for Q1, Q2, Q3 and Annual Statement of FY 2023	Mgmt	For	For	For
9	Authorize Share Repurchase Program up to 10,000,000 Shares to be Allocated for Long Term Incentive Program for Employees	Mgmt	For	For	For
10	Approve Remuneration of Directors of SAR 10,434,811 for FY 2022	Mgmt	For	For	For
11	Approve Remuneration of Audit Committee Members of SAR 1,295,000 for FY 2022	Mgmt	For	For	For
12	Approve Discharge of Directors for FY 2022	Mgmt	For	For	For
13	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For
14	Approve Related Party Transactions with Bupa Arabia for Cooperative Insurance Co Re: e renewal of the annual medical insurance contract for the SNB Group for the year 2023	Mgmt	For	For	For
15	Approve Related Party Transactions with the Company for Cooperative Insurance TAWUNIYA Re: provide insurance services to Individual auto financing for the year 2022	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Approve Related Party Transactions with the Saudi Telecom Company STC Re: renewal of Bulk SMS Contract for the year 2022	Mgmt	For	For	For
17	Approve Related Party Transactions with the Saudi Telecom Company STC Re: renew Point of Sale POS services for the year 2022	Mgmt	For	For	For
18	Approve Related Party Transactions with the Saudi Telecom Company STC Re: the bank's credit card loyalty points redemption partnership for the year 2022 with the Qitaf program	Mgmt	For	For	For
19	Approve Related Party Transactions with the Saudi Telecom Company STC Re: installation and service fees for landlines and voice channels	Mgmt	For	For	For
20	Approve Related Party Transactions with the Saudi Telecom Company STC Re: internet connection upgrade	Mgmt	For	For	For
21	Approve Related Party Transactions with Arabian Internet and Communications Services Company Re: Incident Response and Remediation Advisory Services	Mgmt	For	For	For
22	Approve Related Party Transactions with Arabian Internet and Communications Services Company Re: Purchase of bulk SMS Service to cover the service until the end of December 2022	Mgmt	For	For	For
23	Approve Related Party Transactions with Saudi Accenture Re: additional business contract for the IT Integration Support Services 5th Phase	Mgmt	For	For	For
24	Approve Related Party Transactions with Saudi Accenture Re: additional business contract for the IT Integration Support Services 6th Phase	Mgmt	For	For	For
25	Approve Related Party Transactions with Saudi Accenture Re: additional business contract for the Merger integration and archiving work for 3 months	Mgmt	For	For	For
26	Approve Related Party Transactions with Saudi Accenture Re: SNB Digital PMO Assignment for one year	Mgmt	For	For	For
27	Approve Related Party Transactions with Saudi Accenture Re: technical specialist to support the development of the Charles River system for 4 years	Mgmt	For	For	For
28	Approve Related Party Transactions with Saudi Accenture Re: Technical Engineering Program for the Development of Digital Projects	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
29	Approve Related Party Transactions with Saudi Accenture Re: SNB-DV Digital Enablers Project for 1 year	Mgmt	For	For	For
30	Approve Related Party Transactions with Etihad Etisalat Company Mobily Re: Purchasing bulk SMS Service to cover the service until the end of December 2022	Mgmt	For	For	For
31	Approve Related Party Transactions with Etihad Etisalat Company Mobily Re: contract of Partnership for redeeming points for the bank's credit card loyalty program LAK for the year 2022 with the Neqaty program	Mgmt	For	For	For
32	Approve Related Party Transactions with Etihad Etisalat Company Mobily Re: purchase Bulk SMS Contract for the year 2023	Mgmt	For	For	For
33	Approve Related Party Transactions with ELM information security company Re: Contractfor Yakeen service to verify the information of retail customer information	Mgmt	For	For	For
34	Approve Related Party Transactions with ELM information security company Re: renew the fingerprint verification service for the year 2022	Mgmt	For	For	For
35	Approve Related Party Transactions with ELM information security company Re: Subscribing to the Najiz service to transfer legal cases electronically	Mgmt	For	For	For
36	Approve Related Party Transactions with ELM information security company Re: Renewalof Natheer service usage fees for the year 2022	Mgmt	For	For	For
37	Approve Related Party Transactions with ELM information security company Re: Renewal of customer mobile phone number verification service via Verification for the year 2022	Mgmt	For	For	For
38	Approve Related Party Transactions with ELM information security company Re: Renewalof the Yakeen service for the year 2022	Mgmt	For	For	For
39	Approve Related Party Transactions with ELM information security company Re: Renewalof Tamm service contract for the year 2022	Mgmt	For	For	For
40	Approve Related Party Transactions with ELM information security company Re: Subscribing to the Najiz service for judicial services through the Ministry of Justice	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
41	Approve Related Party Transactions with ELM information security company Re: a contract for foreign resident's data verification service for the purpose of supporting collection services	Mgmt	For	For	For
42	Approve Related Party Transactions with Sela company Re: a contract for The Bank's sponsorship of the Riyadh season for the year 2022	Mgmt	For	For	For
43	Approve Related Party Transactions with Saudi Tadawul Company Re: Trading and Listing fees for the first half of 2022	Mgmt	For	For	For
44	Approve Related Party Transactions with Saudi Tadawul Company Re: Trading and Listing fees for the Second half of 2022	Mgmt	For	For	For
45	Approve Related Party Transactions with The Securities Depository Center Company Edaa Re: Edaa fees for registration services listed companies for the year 2022	Mgmt	For	For	For
46	Approve Related Party Transactions with The Securities Depository Center Company Edaa Re: Edaa Annual membership fees Settlement for the year 2022	Mgmt	For	For	For

Saudi Telecom Co.

Meeting Date: 05/11/2023Country: Saudi ArabiaTicker: 7010

Record Date:Meeting Type: Annual

Primary Security ID: M8T596104

Shares Voted: 997,230

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			
1	Approve Board Report on Company Operations for FY 2022	Mgmt	For	For	For
2	Accept Financial Statements and Statutory Reports for FY 2022	Mgmt	For	For	For
3	Approve Auditors' Report on Company Financial Statements for FY 2022	Mgmt	For	For	For
4	Ratify Auditors and Fix Their Remuneration for Q2, Q3 and Annual Statement of FY 2023 and Q1, Q2, Q3 and Annual Statement of FY 2024	Mgmt	For	For	For
5	Approve Authorization of the Board Regarding Future Related Party Transactions According to Paragraph 1 of Article 27 of Companies Law	Mgmt	For	For	For

Saudi Telecom Co.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve Remuneration of Directors of SAR 6,345,000 for FY 2022	Mgmt	For	For	For

Ping An Insurance (Group) Company of China, Ltd.

Meeting Date: 05/12/2023Country: ChinaTicker: 2318

Record Date: 05/03/2023Meeting Type: Annual

Primary Security ID: Y69790106

Shares Voted: 3,870,424

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For
3	Approve Annual Report and Its Summary	Mgmt	For	For	For
4	Approve Financial Statements and Statutory Reports	Mgmt	For	For	For
5	Approve Profit Distribution Plan and Proposed Declaration and Distribution of Final Dividends	Mgmt	For	For	For
6	Approve Ernst & Young Hua Ming LLP as PRC Auditor and Ernst & Young as International Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Elect Wang Guangqian as Director	Mgmt	For	For	For
8	Approve Issuance of Debt Financing Instruments	Mgmt	For	Refer	For
9	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional H Shares	Mgmt	For	For	For

AngloGold Ashanti Ltd.

Meeting Date: 05/15/2023Country: South AfricaTicker: ANG

Record Date: 05/05/2023Meeting Type: Annual

Primary Security ID: S04255196

Shares Voted: 152,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Re-elect Alan Ferguson as Director	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.2	Re-elect Albert Garner as Director	Mgmt	For	Refer	For
1.3	Re-elect Rhidwaan Gasant as Director	Mgmt	For	Refer	For
2	Elect Gillian Doran as Director	Mgmt	For	For	For
3.1	Re-elect Alan Ferguson as Member of the Audit and Risk Committee	Mgmt	For	Refer	For
3.2	Elect Albert Garner as Member of the Audit and Risk Committee	Mgmt	For	Refer	For
3.3	Re-elect Rhidwaan Gasant as Member of the Audit and Risk Committee	Mgmt	For	Refer	For
3.4	Elect Scott Lawson as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.5	Re-elect Jochen Tilk as Member of the Audit and Risk Committee	Mgmt	For	For	For
4	Appoint PricewaterhouseCoopers Inc as Auditors	Mgmt	For	For	For
5	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
6.1	Approve Remuneration Policy	Mgmt	For	Refer	For
6.2	Approve Implementation Report	Mgmt	For	Refer	For
7	Approve Remuneration of Non-Executive Directors	Mgmt	For	For	For
8	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
9	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
10	Approve Financial Assistance in Terms of Section 44 and 45 of the Companies Act	Mgmt	For	For	For
11	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For

Yandex NV

Meeting Date: 05/15/2023

Record Date: 04/17/2023

Primary Security ID: N97284108

Country: Netherlands

Meeting Type: Extraordinary Shareholders

Ticker: YNDX

Shares Voted: 210,876

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Extraordinary Meeting Agenda	Mgmt			
	Accept Binding Nomination by the Holder of the Priority Share, Andrey Betin as Non-Executive Member of the Board of Directors	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Ratify Reanda Audit & Assurance B.V. as Auditors	Mgmt	For	For	For

Tencent Holdings Limited

Meeting Date: 05/17/2023Country: Cayman IslandsTicker: 700

Record Date: 05/11/2023Meeting Type: Annual

Primary Security ID: G87572163

Shares Voted: 2,302,552

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3a	Elect Jacobus Petrus (Koos) Bekker as Director	Mgmt	For	For	For
3b	Elect Zhang Xiulan as Director	Mgmt	For	For	For
3c	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For

Tencent Holdings Limited

Meeting Date: 05/17/2023Country: Cayman IslandsTicker: 700

Record Date: 05/11/2023Meeting Type: Extraordinary Shareholders

Primary Security ID: G87572163

Shares Voted: 2,302,552

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Adopt 2023 Share Option Scheme	Mgmt	For	For	For
1b	Approve Transfer of Share Options	Mgmt	For	For	For
1c	Approve Termination of the Existing Share Option Scheme	Mgmt	For	For	For
2	Approve Scheme Mandate Limit (Share Option) under the 2023 Share Option Scheme	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Approve Service Provider Sublimit (Share Option) under the 2023 Share Option Scheme	Mgmt	For	For	For
4a	Adopt 2023 Share Award Scheme	Mgmt	For	For	For
4b	Approve Transfer of Share Awards	Mgmt	For	For	For
4c	Approve Termination of the Existing Share Award Schemes	Mgmt	For	For	For
5	Approve Scheme Mandate Limit (Share Award) under the 2023 Share Award Scheme	Mgmt	For	For	For
6	Approve Scheme Mandate Limit (New Shares Share Award) under the 2023 Share Award Scheme	Mgmt	For	For	For
7	Approve Service Provider Sublimit (New Shares Share Award) under the 2023 Share Award Scheme	Mgmt	For	For	For

Shenzhen Mindray Bio-Medical Electronics Co., Ltd.

Meeting Date: 05/18/2023

Record Date: 05/10/2023

Primary Security ID: Y774E3101

Country: China

Meeting Type: Annual

Ticker: 300760

Shares Voted: 339,898

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Financial Statements	Mgmt	For	For	For
4	Approve Profit Distribution	Mgmt	For	For	For
5	Approve Annual Report and Summary	Mgmt	For	For	For
6	Approve Sustainability Report	Mgmt	For	For	For
7	Approve Appointment of Auditor	Mgmt	For	For	For
8	Amend Articles of Association	Mgmt	For	Refer	For
9	Amend Remuneration Management System for Directors, Supervisors and Senior Management Members	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
10.1	Elect Li Xiting as Director	Mgmt	For	Against	Against
10.2	Elect Xu Hang as Director	Mgmt	For	Against	Against
10.3	Elect Cheng Minghe as Director	Mgmt	For	Against	Against

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10.4	Elect Wu Hao as Director	Mgmt	For	Against	Against
10.5	Elect Guo Yanmei as Director	Mgmt	For	Against	Against
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
11.1	Elect Liang Huming as Director	Mgmt	For	For	For
11.2	Elect Zhou Xianyi as Director	Mgmt	For	For	For
11.3	Elect Hu Shanrong as Director	Mgmt	For	For	For
11.4	Elect Gao Shengping as Director	Mgmt	For	For	For
11.5	Elect Xu Jing as Director	Mgmt	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt			
12.1	Elect Tang Zhi as Supervisor	Mgmt	For	For	For
12.2	Elect Ji Qiang as Supervisor	Mgmt	For	For	For

China Resources Beer (Holdings) Company Limited

Meeting Date: 05/19/2023

Country: Hong Kong

Ticker: 291

Record Date: 05/12/2023

Meeting Type: Annual

Primary Security ID: Y15037107

Shares Voted: 547,876

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3.1	Elect Lai Ni Hium, Frank as Director	Mgmt	For	For	For
3.2	Elect Houang Tai Ninh as Director	Mgmt	For	Against	Against
3.3	Elect Bernard Charnwut Chan as Director	Mgmt	For	Against	Against
3.4	Elect Siu Kwing Chue, Gordon as Director	Mgmt	For	Against	Against
3.5	Elect Lai Hin Wing Henry Stephen as Director	Mgmt	For	For	For
3.6	Approve Directors' Fees	Mgmt	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For

China Resources Beer (Holdings) Company LimitedB.1.a

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

Chailease Holding Co., Ltd.

Meeting Date: 05/24/2023Country: Cayman IslandsTicker: 5871

Record Date: 03/24/2023Meeting Type: Annual

Primary Security ID: G20288109

Shares Voted: 1,970,152

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For
3	Approve the Issuance of New Shares by Capitalization of Profit	Mgmt	For	For	For
4	Amend Articles of Association	Mgmt	For	Refer	For
5	Approve Plan for Long-term Fundraising	Mgmt	For	For	For
6	Approve Indirect Shareholding of Malaysian Subsidiary, Plan on Initial Public Offering and Listing on Malaysian Stock Exchange	Mgmt	For	Refer	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
7.1	Elect Steven Jeremy Goodman, with Shareholder No. 1959121XXX, as Independent Director	Mgmt	For	For	For
7.2	Elect Casey K. Tung, with Shareholder No. 1951121XXX, as Independent Director	Mgmt	For	For	For
7.3	Elect Ching-Shui Tsou, with Shareholder No. J101182XXX, as Independent Director	Mgmt	For	For	For
7.4	Elect Hong-Tzer Yang, with Shareholder No. R122158XXX, as Independent Director	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
7.5	Elect John-Lee Koo, a Representative of Chun An Investment Co., Ltd. with Shareholder No. 93771, as Non-independent Director	Mgmt	For	Against	Against
7.6	Elect Fong-Long Chen, a Representative of Chun An Investment Co., Ltd. with Shareholder No. 93771, as Non-independent Director	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7.7	Elect Chee Wee Goh, with Shareholder No. 1946102XXX, as Non-independent Director	Mgmt	For	Against	Against
7.8	Elect Hsiu-Tze Cheng, a Representative of Chun An Technology Co., Ltd. with Shareholder No. 100317, as Non-independent Director	Mgmt	For	Against	Against
7.9	Elect Chih-Yang, Chen, a Representative of Chun An Technology Co., Ltd. with Shareholder No. 100317, as Non-independent Director	Mgmt	For	Against	Against
8	Approve Release of Restrictions of Competitive Activities of John-Lee Koo	Mgmt	For	For	For
9	Approve Release of Restrictions of Competitive Activities of Fong-Long Chen	Mgmt	For	For	For
10	Approve Release of Restrictions of Competitive Activities of Hsiu-Tze Cheng	Mgmt	For	For	For
11	Approve Release of Restrictions of Competitive Activities of Hong-Tzer Yang	Mgmt	For	For	For

ENN Energy Holdings Limited

Meeting Date: 05/24/2023Country: Cayman IslandsTicker: 2688

Record Date: 05/18/2023Meeting Type: Annual

Primary Security ID: G3066L101

Shares Voted: 1,222,740

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3a1	Elect Zheng Hongtao as Director	Mgmt	For	Against	Against
3a2	Elect Liu Jianfeng as Director	Mgmt	For	Against	Against
3a3	Elect Jin Yongsheng as Director	Mgmt	For	Against	Against
3a4	Elect Ma Zhixiang as Director	Mgmt	For	For	For
3a5	Elect Yuen Po Kwong as Director	Mgmt	For	For	For
3b	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
7	Adopt Amended and Restated Articles of Association and Related Transactions	Mgmt	For	Refer	For

Gold Fields Ltd.

Meeting Date: 05/24/2023Country: South AfricaTicker: GFI

Record Date: 04/18/2023Meeting Type: Annual

Primary Security ID: S31755101

Shares Voted: 140,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
	Ordinary Resolutions	Mgmt			
1	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company	Mgmt	For	For	For
2.1	Elect Martin Preece as Director	Mgmt	For	For	For
2.2	Re-elect Yunus Suleman as Director	Mgmt	For	For	For
2.3	Re-elect Terence Goodlace as Director	Mgmt	For	For	For
2.4	Re-elect Philisiwe Sibiya as Director	Mgmt	For	For	For
3.1	Re-elect Philisiwe Sibiya as Chairperson of the Audit Committee	Mgmt	For	For	For
3.2	Re-elect Alhassan Andani as Member of the Audit Committee	Mgmt	For	Refer	For
3.3	Re-elect Peter Bacchus as Member of the Audit Committee	Mgmt	For	Refer	For
4	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
5.1	Approve Remuneration Policy	Mgmt	For	Refer	For
5.2	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
	Special Resolutions	Mgmt			
1	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
2	Approve Remuneration of Non-Executive Directors	Mgmt	For	Refer	For
2.1	Approve Remuneration of Chairperson of the Board	Mgmt	For	Refer	For
2.2	Approve Remuneration of Lead Independent Director of the Board	Mgmt	For	Refer	For
2.3	Approve Remuneration of Members of the Board	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.4	Approve Remuneration of Chairperson of the Audit Committee	Mgmt	For	Refer	For
2.5	Approve Remuneration of Chairpersons of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee	Mgmt	For	Refer	For
2.6	Approve Remuneration of Members of the Audit Committee	Mgmt	For	Refer	For
2.7	Approve Remuneration of Members of the Capital Projects, Control and Review Committee, Nominating and Governance Committee, Remuneration Committee, Risk Committee, SET Committee and SHSD Committee	Mgmt	For	Refer	For
2.8	Approve Remuneration of Chairperson of an Ad-hoc Committee	Mgmt	For	Refer	For
2.9	Approve Remuneration of Member of an Ad-hoc Committee	Mgmt	For	Refer	For
3	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Mgmt	For	For	For
4	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For

Guangzhou Automobile Group Co., Ltd.

Meeting Date: 05/24/2023

Country: China

Ticker: 2238

Record Date: 05/18/2023

Meeting Type: Annual

Primary Security ID: Y2R318121

Shares Voted: 19,546,069

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Annual Report and Its Summary	Mgmt	For	For	For
2	Approve Work Report of the Board of Directors	Mgmt	For	For	For
3	Approve Work Report of the Supervisory Committee	Mgmt	For	For	For
4	Approve Financial Report	Mgmt	For	For	For
5	Approve Profit Distribution	Mgmt	For	For	For
6	Approve Appointment of Auditors	Mgmt	For	For	For
7	Approve Appointment of Internal Control Auditors	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Completion of Certain Investment Projects Funded by Proceeds from Non-public Issuance of A Shares and Utilization of the Remaining Proceeds for Permanent Replenishment of Working Capital	Mgmt	For	For	For
9	Approve Provision of Financial Services to Related Parties	Mgmt	For	Refer	For

Sunny Optical Technology (Group) Company Limited

Meeting Date: 05/24/2023

Country: Cayman Islands

Ticker: 2382

Record Date: 05/18/2023

Meeting Type: Annual

Primary Security ID: G8586D109

Shares Voted: 496,971

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3a	Elect Sun Yang as Director	Mgmt	For	Against	Against
3b	Elect Wang Wenjian as Director	Mgmt	For	Against	Against
3c	Elect Shao Yang Dong as Director	Mgmt	For	For	For
3d	Elect Jia Lina as Director	Mgmt	For	For	For
3e	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against

Oil Co. LUKOIL PJSC

Meeting Date: 05/25/2023

Country: Russia

Ticker: LKOH

Record Date: 05/01/2023

Meeting Type: Annual

Primary Security ID: X6983S100

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, and Allocation of Income, Including Dividends of RUB 438 per Share	Mgmt	For	Do Not Vote	Do Not Vote
	Elect Nine Directors via Cumulative Voting	Mgmt			
2.1	Elect Viktor Blazheev as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.2	Elect Nataliia Zvereva as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.3	Elect Aleksandr Matytsyn as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.4	Elect Sergei Mikhailov as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.5	Elect Vladimir Nekrasov as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.6	Elect Boris Porfirev as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.7	Elect Anatolii Tashkinov as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.8	Elect Liubov Khoba as Director	Mgmt	None	Do Not Vote	Do Not Vote
2.9	Elect Sergei Shatalov as Director	Mgmt	None	Do Not Vote	Do Not Vote
3.1	Approve Remuneration of Directors	Mgmt	For	Do Not Vote	Do Not Vote
3.2	Approve Terms of Remuneration of Newly Elected Directors	Mgmt	For	Do Not Vote	Do Not Vote
4	Ratify Auditor	Mgmt	For	Do Not Vote	Do Not Vote
5	Amend Charter	Mgmt	For	Do Not Vote	Do Not Vote
6	Amend Regulations on General Meetings	Mgmt	For	Do Not Vote	Do Not Vote

Zijin Mining Group Co., Ltd.

Meeting Date: 05/25/2023Country: ChinaTicker: 2899

Record Date: 05/18/2023Meeting Type: Annual

Primary Security ID: Y9892H107

Shares Voted: 9,503,328

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Independent Directors	Mgmt	For	For	For
3	Approve Report of the Supervisory Committee	Mgmt	For	For	For
4	Approve Annual Report and Its Summary Report	Mgmt	For	For	For
5	Approve Financial Report	Mgmt	For	For	For
6	Approve Profit Distribution Proposal	Mgmt	For	For	For
7	Approve Calculation and Distribution Proposal for the Remuneration of the Executive Directors and Chairman of the Supervisory Committee	Mgmt	For	For	For
8	Approve Ernst & Young Hua Ming LLP as Auditor and Authorize Chairman of the Board, President and Financial Controller to Fix Their Remuneration	Mgmt	For	For	For
9	Approve General Mandate to Issue Debt Financing Instruments	Mgmt	For	Refer	For
10	Approve Arrangement of Guarantees	Mgmt	For	Refer	For
11	Approve Satisfaction of the Conditions for the Public Issuance of A Share Convertible Corporate Bonds	Mgmt	For	For	For
	RESOLUTIONS IN RELATION TO THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS FOR THE YEAR 2022	Mgmt			
12.01	Approve Type of Securities to be Issued	Mgmt	For	For	For
12.02	Approve Size of the Issuance	Mgmt	For	For	For
12.03	Approve Par Value and Issue Price	Mgmt	For	For	For
12.04	Approve Term of the A Share Convertible Corporate Bonds	Mgmt	For	For	For
12.05	Approve Coupon Rate of the A Share Convertible Corporate Bonds	Mgmt	For	For	For
12.06	Approve Timing and Method of Principal Repayment and Interest Payment	Mgmt	For	For	For
12.07	Approve Conversion Period	Mgmt	For	For	For
12.08	Approve Determination and Adjustment of the Conversion Price	Mgmt	For	For	For
12.09	Approve Terms of Downward Adjustment to Conversion Price	Mgmt	For	For	For
12.10	Approve Method for Determining the Number of A Shares to be Converted and Treatment for Remaining Balance of the A Share Convertible Corporate Bonds which is Insufficient to be Converted into One A Share	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
12.11	Approve Terms of Redemption	Mgmt	For	For	For
12.12	Approve Terms of Sale Back	Mgmt	For	For	For
12.13	Approve Entitlement to Dividend in the Year of Conversion	Mgmt	For	For	For
12.14	Approve Method of the Issuance and Target Subscribers	Mgmt	For	For	For
12.15	Approve Subscription Arrangement for the Existing A Shareholders	Mgmt	For	For	For
12.16	Approve Relevant Matters of the Bondholders' Meetings	Mgmt	For	For	For
12.17	Approve Use of Proceeds Raised	Mgmt	For	For	For
12.18	Approve Rating	Mgmt	For	For	For
12.19	Approve Management and Deposit for the Proceeds Raised	Mgmt	For	For	For
12.20	Approve Guarantee and Security	Mgmt	For	For	For
12.21	Approve Validity Period of the Resolution of the Issuance	Mgmt	For	For	For
13	Approve Demonstration and Analysis Report in Relation to the Proposal on the Public Issuance of A Share Convertible Corporate Bonds of the Company	Mgmt	For	For	For
14	Approve Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company (Revised Draft)	Mgmt	For	For	For
15	Approve Feasibility Report on the Use of Proceeds Raised in the Public Issuance of A Share Convertible Corporate Bonds of the Company (Revised Draft)	Mgmt	For	For	For
16	Approve Report on the Use of Proceeds Previously Raised	Mgmt	For	For	For
17	Approve Recovery Measures and Undertakings by Relevant Parties in Relation to Dilutive Impact on Immediate Returns of the Public Issuance of A Share Convertible Corporate Bonds of the Company (Revised Draft)	Mgmt	For	For	For
18	Approve Formulation of Rules for A Share Convertible Corporate Bondholders' Meetings of the Company	Mgmt	For	For	For
19	Approve Possible Connected Transactions of Subscriptions of A Share Convertible Corporate Bonds Under the Public Issuance by the Company's Connected Persons	Mgmt	For	For	For
20	Authorize Directors or Its Authorized Persons to Handle All the Matters Relating to the Public Issuance of A Share Convertible Corporate Bonds	Mgmt	For	For	For

Meeting Date: 05/25/2023

Record Date: 05/18/2023

Primary Security ID: Y9892H107

Country: China

Meeting Type: Special

Ticker: 2899

Shares Voted: 9,503,328

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	CLASS MEETING FOR HOLDERS OF H SHARES	Mgmt			
	RESOLUTIONS IN RELATION TO THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS FOR THE YEAR 2022	Mgmt			
1.01	Approve Type of Securities to be Issued	Mgmt	For	For	For
1.02	Approve Size of the Issuance	Mgmt	For	For	For
1.03	Approve Par Value and Issue Price	Mgmt	For	For	For
1.04	Approve Term of the A Share Convertible Corporate Bonds	Mgmt	For	For	For
1.05	Approve Coupon Rate of the A Share Convertible Corporate Bonds	Mgmt	For	For	For
1.06	Approve Timing and Method of Principal Repayment and Interest Payment	Mgmt	For	For	For
1.07	Approve Conversion Period	Mgmt	For	For	For
1.08	Approve Determination and Adjustment of the Conversion Price	Mgmt	For	For	For
1.09	Approve Terms of Downward Adjustment to Conversion Price	Mgmt	For	For	For
1.10	Approve Method for Determining the Number of A Shares to be Converted and Treatment for Remaining Balance of the A Share Convertible Corporate Bonds which is Insufficient to be Converted into One A Share	Mgmt	For	For	For
1.11	Approve Terms of Redemption	Mgmt	For	For	For
1.12	Approve Terms of Sale Back	Mgmt	For	For	For
1.13	Approve Entitlement to Dividend in the Year of Conversion	Mgmt	For	For	For
1.14	Approve Method of the Issuance and Target Subscribers	Mgmt	For	For	For
1.15	Approve Subscription Arrangement for the Existing A Shareholders	Mgmt	For	For	For
1.16	Approve Relevant Matters of the Bondholders' Meetings	Mgmt	For	For	For
1.17	Approve Use of Proceeds Raised	Mgmt	For	For	For
1.18	Approve Rating	Mgmt	For	For	For
1.19	Approve Management and Deposit for the Proceeds Raised	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.20	Approve Guarantee and Security	Mgmt	For	For	For
1.21	Approve Validity Period of the Resolution of the Issuance	Mgmt	For	For	For
2	Approve Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company (Revised Draft)	Mgmt	For	For	For
3	Authorize Directors or Its Authorized Persons to Handle All the Matters Relating to the Public Issuance of A Share Convertible Corporate Bonds	Mgmt	For	For	For

MTN Group Ltd.

Meeting Date: 05/26/2023

Record Date: 05/19/2023

Primary Security ID: S8039R108

Country: South Africa

Meeting Type: Annual

Ticker: MTN

Shares Voted: 1,040,713

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Re-elect Noluthando Gosa as Director	Mgmt	For	For	For
2	Re-elect Nosipho Molope as Director	Mgmt	For	For	For
3	Re-elect Ralph Mupita as Director	Mgmt	For	For	For
4	Elect Tim Pennington as Director	Mgmt	For	For	For
5	Elect Nicky Newton-King as Director	Mgmt	For	For	For
6	Re-elect Sindi Mabaso-Koyana as Member of the Audit Committee	Mgmt	For	For	For
7	Re-elect Nosipho Molope as Member of the Audit Committee	Mgmt	For	For	For
8	Re-elect Noluthando Gosa as Member of the Audit Committee	Mgmt	For	For	For
9	Re-elect Vincent Rague as Member of the Audit Committee	Mgmt	For	Refer	For
10	Elect Tim Pennington as Member of the Audit Committee	Mgmt	For	For	For
11	Re-elect Lamido Sanusi as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
12	Re-elect Stanley Miller as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
13	Re-elect Nkunku Sowazi as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	Refer	For
14	Re-elect Khotso Mokhele as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
15	Elect Nicky Newton-King as Member of the Social, Ethics and Sustainability Committee	Mgmt	For	For	For
16	Reappoint Ernst and Young Inc as Auditors of the Company	Mgmt	For	For	For
17	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
18	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For
19	Approve Remuneration Policy	Mgmt	For	Refer	For
20	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
21	Approve Remuneration of Board Local Chairman	Mgmt	For	For	For
22	Approve Remuneration of Board International Chairman	Mgmt	For	For	For
23	Approve Remuneration of Board Local Member	Mgmt	For	For	For
24	Approve Remuneration of Board International Member	Mgmt	For	For	For
25	Approve Remuneration of Board Local Lead Independent Director	Mgmt	For	For	For
26	Approve Remuneration of Board International Lead Independent Director	Mgmt	For	For	For
27	Approve Remuneration of Human Capital and Remuneration Committee Local Chairman	Mgmt	For	For	For
28	Approve Remuneration of Human Capital and Remuneration Committee International Chairman	Mgmt	For	For	For
29	Approve Remuneration of Human Capital and Remuneration Committee Local Member	Mgmt	For	For	For
30	Approve Remuneration of Human Capital and Remuneration Committee International Member	Mgmt	For	For	For
31	Approve Remuneration of Social, Ethics and Sustainability Committee Local Chairman	Mgmt	For	For	For
32	Approve Remuneration of Social, Ethics and Sustainability Committee International Chairman	Mgmt	For	For	For
33	Approve Remuneration of Social, Ethics and Sustainability Committee Local Member	Mgmt	For	For	For
34	Approve Remuneration of Social, Ethics and Sustainability Committee International Member	Mgmt	For	For	For
35	Approve Remuneration of Audit Committee Local Chairman	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
36	Approve Remuneration of Audit Committee International Chairman	Mgmt	For	For	For
37	Approve Remuneration of Audit Committee Local Member	Mgmt	For	For	For
38	Approve Remuneration of Audit Committee International Member	Mgmt	For	For	For
39	Approve Remuneration of Risk Management and Compliance Committee Local Chairman	Mgmt	For	For	For
40	Approve Remuneration of Risk Management and Compliance Committee International Chairman	Mgmt	For	For	For
41	Approve Remuneration of Risk Management and Compliance Committee Local Member	Mgmt	For	For	For
42	Approve Remuneration of Risk Management and Compliance Committee International Member	Mgmt	For	For	For
43	Approve Remuneration of Finance and Investment Committee Local Chairman	Mgmt	For	For	For
44	Approve Remuneration of Finance and Investment Committee International Chairman	Mgmt	For	For	For
45	Approve Remuneration of Finance and Investment Committee Local Member	Mgmt	For	For	For
46	Approve Remuneration of Finance and Investment Committee International Member	Mgmt	For	For	For
47	Approve Remuneration of Ad Hoc Strategy Committee Local Chairman	Mgmt	For	For	For
48	Approve Remuneration of Ad Hoc Strategy Committee International Chairman	Mgmt	For	For	For
49	Approve Remuneration of Ad Hoc Strategy Committee Local Member	Mgmt	For	For	For
50	Approve Remuneration of Ad Hoc Strategy Committee International Member	Mgmt	For	For	For
51	Approve Remuneration of Sourcing Committee Local Chairman International Member	Mgmt	For	For	For
52	Approve Remuneration of Sourcing Committee International Chairman	Mgmt	For	For	For
53	Approve Remuneration of Sourcing Committee Local Member	Mgmt	For	For	For
54	Approve Remuneration of Sourcing Committee International Member	Mgmt	For	For	For
55	Approve Remuneration of Directors Affairs and Corporate Governance Committee Local Chairman	Mgmt	For	For	For
56	Approve Remuneration of Directors Affairs and Corporate Governance Committee International Chairman	Mgmt	For	For	For

MTN Group Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
57	Approve Remuneration of Directors Affairs and Corporate Governance Committee Local Member	Mgmt	For	For	For
58	Approve Remuneration of Directors Affairs and Corporate Governance Committee International Member	Mgmt	For	For	For
59	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
60	Approve Financial Assistance to Subsidiaries and Other Related and Inter-related Entities	Mgmt	For	For	For
61	Approve Financial Assistance to Directors, Prescribed Officers and Employee Share Scheme Beneficiaries	Mgmt	For	For	For
62	Approve Financial Assistance to MTN Zakhele Futhi (RF) Limited	Mgmt	For	For	For

Silergy Corp.

Meeting Date: 05/26/2023

Record Date: 03/27/2023

Primary Security ID: G8190F102

Country: Cayman Islands

Meeting Type: Annual

Ticker: 6415

Shares Voted: 663,997

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
1.1	Elect XIE BING, with SHAREHOLDER NO.6415202XXX, as Non-Independent Director	Mgmt	For	Refer	Against
2	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
3	Approve Profit Distribution	Mgmt	For	For	For
4	Amend Articles of Association	Mgmt	For	Refer	For
5	Amend Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	Refer	For
6	Approve Issuance of Restricted Stocks	Mgmt	For	For	For
7	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For

Wuliangye Yibin Co., Ltd.

Meeting Date: 05/26/2023

Record Date: 05/19/2023

Primary Security ID: Y9718N106

Country: China

Meeting Type: Annual

Ticker: 000858

Shares Voted: 466,797

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report	Mgmt	For	For	For
2	Approve Report of the Board of Directors	Mgmt	For	For	For
3	Approve Report of the Board of Supervisors	Mgmt	For	For	For
4	Approve Financial Statements	Mgmt	For	For	For
5	Approve Profit Distribution	Mgmt	For	For	For
6	Approve Daily Related-party Transactions	Mgmt	For	For	For
7	Approve Supplementary Agreement of Financial Services Agreement	Mgmt	For	Refer	For
8	Approve to Appoint Auditor	Mgmt	For	For	For
9	Approve Comprehensive Budget	Mgmt	For	Against	Against

Tata Steel Limited

Meeting Date: 05/29/2023Country: IndiaTicker: 500470

Record Date: 04/21/2023Meeting Type: Special

Primary Security ID: Y8547N220

Shares Voted: 6,007,333

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Material Related Party Transaction(s) with Neelachal Ispat Nigam Ltd	Mgmt	For	For	For
2	Approve Material Related Party Transaction(s) with Tata Steel Long Products Limited	Mgmt	For	For	For
3	Approve Material Related Party Transaction(s) with Jamshedpur Continuous Annealing & Processing Company Private Limited	Mgmt	For	For	For
4	Approve Material Related Party Transaction(s) with Tata BlueScope Steel Private Limited	Mgmt	For	For	For
5	Approve Material Related Party Transaction(s) with The Tinplate Company of India Ltd	Mgmt	For	For	For
6	Approve Material Related Party Transaction(s) with TM International Logistics Limited	Mgmt	For	For	For
7	Approve Material Related Party Transaction(s) with Tata Metaliks Ltd	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Material Related Party Transaction(s) with The Tata Power Company Limited	Mgmt	For	For	For
9	Approve Material Related Party Transaction(s) with The Indian Steel and Wire Products Ltd	Mgmt	For	For	For
10	Approve Material Related Party Transaction(s) with Tata International Limited	Mgmt	For	For	For
11	Approve Material Related Party Transaction(s) between TS Global Procurement Company Pte Ltd and Neelachal Ispat Nigam Ltd	Mgmt	For	For	For
12	Approve Material Related Party Transaction(s) between TS Global Procurement Company Pte Ltd and Tata International Singapore Pte. Limited	Mgmt	For	For	For
13	Approve Material Related Party Transaction(s) between TS Global Procurement Company Pte Ltd and Tata NYK Shipping Pte. Ltd	Mgmt	For	For	For
14	Approve Material Related Party Transaction(s) between Tata Steel Ijmuiden BV and Wupperman Staal Nederland BV	Mgmt	For	For	For

China Petroleum & Chemical Corp.

Meeting Date: 05/30/2023

Record Date: 04/27/2023

Primary Security ID: Y15010104

Country: China

Meeting Type: Annual

Ticker: 386

Shares Voted: 19,492,479

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors of Sinopec Corp.	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors of Sinopec Corp.	Mgmt	For	For	For
3	Approve Audited Financial Reports	Mgmt	For	For	For
4	Approve Profit Distribution Plan of Sinopec Corp.	Mgmt	For	For	For
5	Approve Interim Profit Distribution Plan of Sinopec Corp.	Mgmt	For	For	For
6	Approve KPMG Huazhen LLP and KPMG as External Auditors of Sinopec Corp. and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Elect LV Lianggong as Director	Mgmt	For	For	For
8	Approve Reduction of the Registered Capital and Amend Articles of Association	Mgmt	For	For	For
9	Authorize Board to Determine the Proposed Plan for Issuance of Debt Financing Instrument(s)	Mgmt	For	Refer	Against
10	Approve Grant to the Board a General Mandate to Issue New Domestic Shares and/or Overseas-Listed Foreign Shares of Sinopec Corp.	Mgmt	For	Against	Against
11	Approve Grant to the Board a General Mandate to Buy Back Domestic Shares and/or Overseas-Listed Foreign Shares of Sinopec Corp.	Mgmt	For	For	For
12	Approve Satisfaction of the Conditions of the Issuance of A Shares to Target Subscribers	Mgmt	For	For	For
	RESOLUTIONS REGARDING THE PLAN OF THE PROPOSED ISSUANCE OF A SHARES	Mgmt			
13.01	Approve Type and Par Value of Shares to be Issued	Mgmt	For	For	For
13.02	Approve Manner and Timing of Issuance	Mgmt	For	For	For
13.03	Approve Subscriber and Manner of Subscription	Mgmt	For	For	For
13.04	Approve Pricing Benchmark Date, Issue Price and Pricing Principles	Mgmt	For	For	For
13.05	Approve Number of Shares to be Issued	Mgmt	For	For	For
13.06	Approve Lock-up Period	Mgmt	For	For	For
13.07	Approve Amount and Use of Proceeds	Mgmt	For	For	For
13.08	Approve Place of Listing	Mgmt	For	For	For
13.09	Approve Arrangement of Accumulated Undistributed Profits	Mgmt	For	For	For
13.10	Approve Validity Period	Mgmt	For	For	For
14	Approve Proposed Issuance of A Shares	Mgmt	For	For	For
15	Approve Demonstration and Analysis Report on the Plan of the Proposed Issuance of A Shares	Mgmt	For	For	For
16	Approve Connected Transaction Involved in Proposed Issuance of A Shares	Mgmt	For	For	For
17	Approve Conditional Subscription Agreement	Mgmt	For	For	For
18	Approve Feasibility Report on the Use of Proceeds Raised from the Proposed Issuance of A Shares	Mgmt	For	For	For

China Petroleum & Chemical Corp.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
19	Approve Dilution of Current Returns by the Proposed Issuance of A Shares, Remedial Measures and the Commitments of Related Entities	Mgmt	For	For	For
20	Approve Dividend Distribution and Return Plan for Shareholders for the Next Three Years (2023-2025)	Mgmt	For	For	For
21	Authorize Board to Handle All Matters in Relation to the Proposed Issuance of A Shares	Mgmt	For	For	For
22	Authorize Board to Amend Articles of Association in Accordance with the Situation of the Proposed Issuance of A Shares	Mgmt	For	For	For

China Petroleum & Chemical Corp.

Meeting Date: 05/30/2023Country: ChinaTicker: 386

Record Date: 04/27/2023Meeting Type: Special

Primary Security ID: Y15010104

Shares Voted: 19,492,479

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	CLASS MEETING FOR HOLDERS OF H SHARES Approve Grant to the Board a General Mandate to Buy Back Domestic Shares and/or Overseas-Listed Foreign Shares of Sinopec Corp.	Mgmt Mgmt	 For	 For	 For

PT Telkom Indonesia (Persero) Tbk

Meeting Date: 05/30/2023Country: IndonesiaTicker: TLKM

Record Date: 05/05/2023Meeting Type: Annual

Primary Security ID: Y71474145

Shares Voted: 15,394,710

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Annual Report, Financial Statements, Statutory Reports and Discharge of Directors and Commissioners	Mgmt	For	For	For
2	Approve Allocation of Income	Mgmt	For	For	For
3	Approve Remuneration of Directors and Commissioners for the Financial Year 2023 and Bonus for the Financial Year 2022	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4	Appoint Auditors of the Company and the Micro and Small Business Funding Program	Mgmt	For	For	For
5	Approve Company's Proposed Business Spin-Off in Relation to Affiliated Transaction and Material Transaction	Mgmt	For	Refer	For
6	Approve Company's Proposed Business Spin-Off for the Fulfillment of Law No. 40 of 2007 on Limited Liability Companies	Mgmt	For	Refer	For
7	Approval of Special Assignment to the Company by the President of the Republic of Indonesia	Mgmt	For	Refer	Against
8	Approve Ratification of State-Owned Enterprises Regulations	Mgmt	For	Refer	For
9	Approve Changes in the Boards of the Company	Mgmt	For	Against	Against

Shenzhou International Group Holdings Limited

Meeting Date: 05/30/2023

Record Date: 05/23/2023

Primary Security ID: G8087W101

Country: Cayman Islands

Meeting Type: Annual

Ticker: 2313

Shares Voted: 543,169

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3	Elect Huang Guanlin as Director	Mgmt	For	Against	Against
4	Elect Wang Cunbo as Director	Mgmt	For	Against	Against
5	Elect Zhang Bingsheng as Director	Mgmt	For	For	For
6	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
7	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
8	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
9	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
10	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against

Shenzhou International Group Holdings LimitedB.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	Approve Amendments to the Existing Memorandum and Amended and Restated Articles of Association and Adopt New Amended and Restated Memorandum and Amended and Restated Articles of Association	Mgmt	For	Refer	For

Unimicron Technology Corp.

Meeting Date: 05/30/2023

Country: Taiwan

Ticker: 3037

Record Date: 03/31/2023

Meeting Type: Annual

Primary Security ID: Y90668107

Shares Voted: 602,387

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS AND INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
3.1	Elect TZYJ-JANG TSENG, a Representative of UNITED MICROELECTRONICS CO., with SHAREHOLDER NO.3, as Non-independent Director	Mgmt	For	Refer	Against
3.2	Elect SC CHIEN, a Representative of UNITED MICROELECTRONICS CO., with SHAREHOLDER NO.3, as Non-independent Director	Mgmt	For	Refer	Against
3.3	Elect CHI-TUNG LIU, a Representative of UNITED MICROELECTRONICS CO., with SHAREHOLDER NO.3, as Non-independent Director	Mgmt	For	Refer	Against
3.4	Elect TIMOTHY LAN, a Representative of HSUN CHIEH CORP. LTD., with SHAREHOLDER NO.22084, as Non-independent Director	Mgmt	For	Refer	Against
3.5	Elect MIKE MA, a Representative of YANN YUAN INVESTMENT CO., LTD., with SHAREHOLDER NO.306088, as Non-independent Director	Mgmt	For	Refer	Against
3.6	Elect TING-YU LIN, with SHAREHOLDER NO.A122296XXX as Non-independent Director	Mgmt	For	Refer	Against
3.7	Elect GRACE LI, with SHAREHOLDER NO.Y220060XXX as Independent Director	Mgmt	For	Refer	For
3.8	Elect LAI-JUH CHEN, with SHAREHOLDER NO.A121498XXX as Independent Director	Mgmt	For	Refer	For

Unimicron Technology Corp.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3.9	Elect TERRY WANG, with SHAREHOLDER NO.T121833XXX as Independent Director	Mgmt	For	Refer	For
4	Approve Issuance of Restricted Stocks	Mgmt	For	For	For
5	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For
6	Approve Release of Restrictions of Competitive Activities of Newly Appointed Directors	Mgmt	For	For	For

HIWIN Technologies Corp.

Meeting Date: 05/31/2023Country: TaiwanTicker: 2049

Record Date: 03/31/2023Meeting Type: Annual

Primary Security ID: Y3226A102

Shares Voted: 859,866

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

Hon Hai Precision Industry Co., Ltd.

Meeting Date: 05/31/2023Country: TaiwanTicker: 2317

Record Date: 03/31/2023Meeting Type: Annual

Primary Security ID: Y36861105

Shares Voted: 1,695,373

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
3	Approve Initial Public Offering of Rmb-denominated Ordinary Shares (A Shares) Through Its Subsidiary Shunyun Technology (Zhongshan) Limited on the China Securities Market	Mgmt	For	Refer	For
4	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For

Meeting Date: 05/31/2023

Record Date: 05/24/2023

Primary Security ID: G5320C108

Country: Bermuda

Meeting Type: Annual

Ticker: 135

Shares Voted: 7,222,463

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3A	Elect Gao Xiangzhong as Director	Mgmt	For	For	For
3B	Elect Tsang Yok Sing Jasper as Director	Mgmt	For	Against	Against
4	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
5	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
7	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
8	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
9	Adopt New Bye-Laws	Mgmt	For	Refer	For

Li Auto Inc.

Meeting Date: 05/31/2023

Record Date: 04/27/2023

Primary Security ID: G5479M105

Country: Cayman Islands

Meeting Type: Annual

Ticker: 2015

Shares Voted: 338,103

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Director Ma Donghui	Mgmt	For	For	For
3	Elect Director Li Xiang	Mgmt	For	For	For
4	Elect Director Li Tie	Mgmt	For	For	For
5	Elect Director Zhao Hongqiang	Mgmt	For	For	For
6	Approve Remuneration of Directors	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
7	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
8	Authorize Share Repurchase Program	Mgmt	For	For	For
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
10	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
11	Amend Articles of Association	Mgmt	For	Refer	For

MediaTek, Inc.

Meeting Date: 05/31/2023

Record Date: 03/31/2023

Primary Security ID: Y5945U103

Country: Taiwan

Meeting Type: Annual

Ticker: 2454

Shares Voted: 1,237,502

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For
3	Approve Amendments to Articles of Association	Mgmt	For	Refer	For
4.1	ELECT INDEPENDENT DIRECTOR VIA CUMULATIVE VOTING	Mgmt			
	Elect Syaru Shirley Lin, with ID NO.A222291XXX, as Independent Director	Mgmt	For	For	For
5	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For

Vamos Locacao de Caminhoes, Maquinas e Equipamentos SA

Meeting Date: 05/31/2023

Record Date:

Primary Security ID: P9680U112

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: VAM03

Shares Voted: 3,577,519

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Ratify Acquisition of HM Comercio e Manutencao de Empilhadeiras Ltda. (HM Comercio)	Mgmt	For	Refer	For

Vamos Locacao de Caminhoes, Maquinas e Equipamentos SA

B1a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2.a	Approve Agreement for Partial Spin-Off of HM Comercio and Absorption of Partial Spun-Off Assets	Mgmt	For	Refer	For
2.b	Ratify Apsis Consultoria e Avaliaco es Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	Refer	For
2.c	Approve Independent Firm's Appraisal	Mgmt	For	Refer	For
2.d	Approve Partial Spin-Off of HM Comercio and Absorption of Partial Spun-Off Assets	Mgmt	For	Refer	For
3	Amend Articles 20, 27, and 28	Mgmt	For	Refer	Against
4	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	Refer	For

Absa Group Ltd.

Meeting Date: 06/02/2023Country: South AfricaTicker: ABG

Record Date: 05/26/2023Meeting Type: Annual

Primary Security ID: S0270C106

Shares Voted: 1,204,253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Reappoint KPMG inc as Auditors with Heather Berrange as the Designated Auditor	Mgmt	For	For	For
2	Reappoint PricewaterhouseCoopers Inc. as Auditors with John Bennett as the Designated Auditor	Mgmt	For	For	For
3.1	Re-elect Alex Darko as Director	Mgmt	For	Refer	For
3.2	Re-elect Francis Okomo-Okello as Director	Mgmt	For	For	For
3.3	Re-elect Jason Quinn as Director	Mgmt	For	For	For
3.4	Re-elect Nonhlanhla Mjoli-Mncube as Director	Mgmt	For	For	For
3.5	Re-elect Tasneem Abdool-Samad as Director	Mgmt	For	For	For
4.1	Re-elect Alex Darko as Member of the Group Audit and Compliance Committee	Mgmt	For	Refer	For
4.2	Re-elect Daisy Naidoo as Member of the Group Audit and Compliance Committee	Mgmt	For	Refer	For
4.3	Re-elect Rene van Wyk as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For
4.4	Re-elect Swithin Munyantwali as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
4.5	Re-elect Tasneem Abdool-Samad as Member of the Group Audit and Compliance Committee	Mgmt	For	For	For
5	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	For	For
6	Approve Remuneration Policy	Mgmt	For	Refer	For
7	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
8	Approve Remuneration of Non-Executive Directors	Mgmt	For	For	For
9	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For
10	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For

Absa Group Ltd.

Meeting Date: 06/02/2023

Country: South Africa

Ticker: ABG

Record Date: 05/26/2023

Meeting Type: Special

Primary Security ID: S0270C106

Shares Voted: 1,204,253

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Special Resolutions	Mgmt			
1	Approve Increase in Authorised Ordinary Share Capital	Mgmt	For	For	For
2	Amend Memorandum of Incorporation	Mgmt	For	Refer	For
3	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	For	For
4	Authorise Issue of Shares in Terms of Section 41(1) of the Companies Act	Mgmt	For	For	For
	Ordinary Resolutions	Mgmt			
1	Approve Specific Issue of Subscription Shares	Mgmt	For	For	For
2	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 06/02/2023

Country: Mexico

Ticker: GFNORTEO

Record Date: 05/22/2023

Meeting Type: Ordinary Shareholders

Primary Security ID: P49501201

Shares Voted: 3,566,431

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Approve Cash Dividends of MXN 7.87 Per Share	Mgmt	For	For	For
1.2	Approve Dividend to Be Paid on June 12, 2023	Mgmt	For	For	For
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Flat Glass Group Co., Ltd.

Meeting Date: 06/06/2023Country: ChinaTicker: 6865
Record Date: 05/31/2023Meeting Type: Annual
Primary Security ID: Y2575W103

Shares Voted: 1,394,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board	Mgmt	For	For	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For
3	Approve Audited Consolidated Financial Statements	Mgmt	For	For	For
4	Approve Annual Report and Annual Results	Mgmt	For	For	For
5	Approve Final Accounts Report	Mgmt	For	For	For
6	Approve Financial Budget Report	Mgmt	For	Against	Against
7	Approve Profit Distribution Plan	Mgmt	For	For	For
8	Approve Deloitte Touche Tohmatsu Certified Public Accountants LLP in the PRC as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
9	Approve Remuneration of Directors	Mgmt	For	Against	Against
10	Approve Remuneration of Supervisors	Mgmt	For	Against	Against
11	Approve Environmental, Social and Governance Report	Mgmt	For	For	For
12	Approve Provision of Guarantees for Its Potential Credit Facility and Related Transactions	Mgmt	For	Refer	For
13	Approve Implementation of Daily Related Party Transactions for 2022 and the Estimate on Daily Related Party Transactions for 2023	Mgmt	For	For	For
14	Amend Articles of Association	Mgmt	For	Refer	Against

Flat Glass Group Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
15	Authorize Board to Make Changes in Industrial and Commercial Registration and Make Relevant Adjustments and Revision to the Articles of Association	Mgmt	For	Refer	For
16	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Refer	For

Taiwan Semiconductor Manufacturing Co., Ltd.

Meeting Date: 06/06/2023Country: TaiwanTicker: 2330

Record Date: 04/07/2023Meeting Type: Annual

Primary Security ID: Y84629107

Shares Voted: 9,267,287

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Issuance of Restricted Stocks	Mgmt	For	For	For
3	Amend Procedures for Endorsement and Guarantees	Mgmt	For	Refer	For
4	Amend the Name of Audit Committee in the Policies (I)Procedures for Acquisition or Disposal of Assets (II)Procedures for Financial Derivatives Transactions (III)Procedures for Lending Funds to Other Parties (IV)Procedures for Endorsement and Guarantee	Mgmt	For	For	For

BYD Company Limited

Meeting Date: 06/08/2023Country: ChinaTicker: 1211

Record Date: 06/01/2023Meeting Type: Annual

Primary Security ID: Y1023R104

Shares Voted: 409,338

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Supervisory Committee	Mgmt	For	For	For
3	Approve Audited Financial Report	Mgmt	For	For	For
4	Approve Annual Reports and Its Summary	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve Profit Distribution Plan	Mgmt	For	For	For
6	Approve Ernst & Young Hua Ming LLP as Sole External Auditor and Internal Control Audit Institution and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Approve Provision of Guarantees by the Group	Mgmt	For	Refer	For
8	Approve Estimated Cap of Ordinary Connected Transactions	Mgmt	For	For	For
9	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional H Shares	Mgmt	For	Against	Against
10	Approve Issuance by BYD Electronic (International) Company Limited of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
11	Approve Authorization to the Board to Determine the Proposed Plan for the Issuance of Debt Financing Instrument(s)	Mgmt	For	Refer	For
12	Approve Purchase of Liability Insurance for Directors, Supervisors, Senior Management and Other Related Persons and Authorize the Chairman or Its Authorized Persons to Handle All Related Matters	Mgmt	For	For	For
13	Approve Compliance Manual in Relation to Connected Transaction	Mgmt	For	For	For

eMemory Technology, Inc.

Meeting Date: 06/09/2023

Country: Taiwan

Ticker: 3529

Record Date: 04/10/2023

Meeting Type: Annual

Primary Security ID: Y2289B114

Shares Voted: 236,250

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Financial Statements	Mgmt	For	For	For
2	Approve Profit Distribution	Mgmt	For	For	For
3	Approve Cash Distribution from Capital Surplus	Mgmt	For	For	For
4	Approve Amendments to Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	For
5	Approve Release of Restrictions of Competitive Activities of Directors	Mgmt	For	For	For

Meeting Date: 06/09/2023

Country: Cayman Islands

Ticker: 6606

Record Date: 06/05/2023

Meeting Type: Annual

Primary Security ID: G6485S102

Shares Voted: 2,072,940

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2A	Elect Danke Yu as Director	Mgmt	For	For	For
2B	Elect Hong Wu as Director	Mgmt	For	For	For
2C	Elect Donald Kwok Tung Li as Director	Mgmt	For	For	For
3	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against
8	Approve Grant of Share Options to YeQing Zhu under the 2022 Share Option Scheme and Related Transactions	Mgmt	For	For	For
9	Approve Grant of Share Options to Yiyou Chen under the 2022 Share Option Scheme and Related Transactions	Mgmt	For	For	For

HDFC Bank Limited

Meeting Date: 06/11/2023

Country: India

Ticker: 500180

Record Date: 05/05/2023

Meeting Type: Special

Primary Security ID: Y3119P190

Shares Voted: 1,782,517

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Appointment and Remuneration of Kaizad Bharucha as Whole-Time Deputy Managing Director	Mgmt	For	For	For
2	Approve Appointment and Remuneration of Bhavesh Zaveri as Executive Director	Mgmt	For	For	For

Meeting Date: 06/13/2023

Record Date: 06/02/2023

Primary Security ID: Y5070V116

Country: China

Meeting Type: Annual

Ticker: 600519

Shares Voted: 74,098

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Report of the Independent Directors	Mgmt	For	For	For
4	Approve Annual Report and Summary	Mgmt	For	For	For
5	Approve Financial Statements	Mgmt	For	For	For
6	Approve Financial Budget Plan	Mgmt	For	For	For
7	Approve Profit Distribution	Mgmt	For	For	For
8	Approve to Appoint Financial Auditor and Internal Control Auditor	Mgmt	For	For	For
9	Approve Signing of Trademark License Agreement with Related Party	Mgmt	For	For	For
10	Approve Participation in the Establishment of Industrial Development Funds	Mgmt	For	Refer	Against
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
11.1	Elect Ding Xiongjun as Director	Mgmt	For	For	For
11.2	Elect Li Jingren as Director	Mgmt	For	For	For
11.3	Elect Liu Shizhong as Director	Mgmt	For	For	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
12.1	Elect Jiang Guohua as Director	Mgmt	For	For	For
12.2	Elect Guo Tianyong as Director	Mgmt	For	For	For
12.3	Elect Sheng Leiming as Director	Mgmt	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt			
13.1	Elect You Yalin as Supervisor	Mgmt	For	For	For
13.2	Elect Li Qiangqing as Supervisor	Mgmt	For	For	For

Li Ning Company Limited

Meeting Date: 06/14/2023

Record Date: 06/08/2023

Primary Security ID: G5496K124

Country: Cayman Islands

Meeting Type: Annual

Ticker: 2331

Shares Voted: 1,602,702

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3.1a	Elect Wang Yajuan as Director	Mgmt	For	For	For
3.1b	Elect Wang Ya Fei as Director	Mgmt	For	For	For
3.1c	Elect Chan Chung Bun, Bunny as Director	Mgmt	For	For	For
3.2	Authorize Board to Fix the Remuneration of Directors	Mgmt	For	Against	Against
4	Approve PricewaterhouseCoopers, Certified Public Accountants as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For
6	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
7	Approve Amendments to the Existing Memorandum and Articles of Association and Adopt the Amended and Restated Memorandum and Articles of Association	Mgmt	For	Refer	For

Li Ning Company Limited

Meeting Date: 06/14/2023Country: Cayman IslandsTicker: 2331

Record Date: 06/08/2023Meeting Type: Extraordinary Shareholders

Primary Security ID: G5496K124

Shares Voted: 1,602,702

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Adopt 2023 Share Option Scheme and Terminate 2014 Share Option Scheme	Mgmt	For	For	For
2	Adopt 2023 Share Award Scheme	Mgmt	For	For	For

BeiGene, Ltd.

Meeting Date: 06/15/2023Country: Cayman IslandsTicker: 6160

Record Date: 04/17/2023Meeting Type: Annual

Primary Security ID: G1146Y101

Shares Voted: 13,485

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Elect Director Margaret Dugan	Mgmt	For	Refer	For
2	Elect Director John V. Oyler	Mgmt	For	Refer	For
3	Elect Director Alessandro Riva	Mgmt	For	Refer	For
4	Ratify Ernst & Young LLP, Ernst & Young and Ernst & Young Hua Ming LLP as Auditors	Mgmt	For	For	For
5	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For	For
6	Authorize the Board of Directors to Issue, Allot, or Deal with Unissued Ordinary Shares and/or American Depositary Shares	Mgmt	For	Against	Against
7	Authorize Share Repurchase Program	Mgmt	For	Refer	For
8	Approve Connected Person Placing Authorization I	Mgmt	For	Refer	Against
9	Approve Connected Person Placing Authorization II	Mgmt	For	Refer	Against
10	Approve Direct Purchase Option	Mgmt	For	Refer	For
11	Approve Grant of Restricted Shares Unit to John V. Oyler	Mgmt	For	For	For
12	Approve Grant of Restricted Shares Unit to Xiaodong Wang	Mgmt	For	For	For
13	Approve Grant of Restricted Shares Unit to Other Non-Executive and Independent Non-Executive Directors	Mgmt	For	For	For
14	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Refer	For
15	Amend Memorandum and Articles of Association	Mgmt	For	Refer	For
16	Adjourn Meeting	Mgmt	For	Refer	Against

NetEase, Inc.

Meeting Date: 06/15/2023

Record Date: 05/16/2023

Primary Security ID: G6427A102

Country: Cayman Islands

Meeting Type: Annual

Ticker: 9999

Shares Voted: 348,043

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1a	Elect William Lei Ding as Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1b	Elect Grace Hui Tang as Director	Mgmt	For	For	For
1c	Elect Alice Yu-Fen Cheng as Director	Mgmt	For	For	For
1d	Elect Joseph Tze Kay Tong as Director	Mgmt	For	For	For
1e	Elect Michael Man Kit Leung as Director	Mgmt	For	Refer	For
2	Ratify Appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as Auditors	Mgmt	For	For	For
3	Amend Company's Amended and Restated Memorandum and Articles of Association	Mgmt	For	Refer	For
4	Approve Amended and Restated 2019 Share Incentive Plan	Mgmt	For	Against	Against

Parade Technologies Ltd.

Meeting Date: 06/15/2023

Record Date: 04/14/2023

Primary Security ID: G6892A108

Country: Cayman Islands

Meeting Type: Annual

Ticker: 4966

Shares Voted: 136,108

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report	Mgmt	For	For	For
2	Approve Audited Consolidated Financial Statements	Mgmt	For	For	For
3	Approve Profit Distribution	Mgmt	For	For	For
4	Amend Articles of Association	Mgmt	For	Refer	For

Airtac International Group

Meeting Date: 06/20/2023

Record Date: 04/21/2023

Primary Security ID: G01408106

Country: Cayman Islands

Meeting Type: Annual

Ticker: 1590

Shares Voted: 518,744

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Report and Consolidated Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
3	Amend Articles of Association	Mgmt	For	Refer	For

Meeting Date: 06/20/2023

Country: Cayman Islands

Ticker: 9688

Record Date: 04/20/2023

Meeting Type: Annual

Primary Security ID: G9887T116

Shares Voted: 168,124

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Elect Director Samantha (Ying) Du	Mgmt	For	For	For
2	Elect Director Kai-Xian Chen	Mgmt	For	For	For
3	Elect Director John D. Diekman	Mgmt	For	Refer	Against
4	Elect Director Richard Gaynor	Mgmt	For	For	For
5	Elect Director Nisa Leung	Mgmt	For	For	For
6	Elect Director William Lis	Mgmt	For	For	For
7	Elect Director Scott Morrison	Mgmt	For	For	For
8	Elect Director Leon O. Moulder, Jr.	Mgmt	For	Refer	Against
9	Elect Director Michel Vounatsos	Mgmt	For	For	For
10	Elect Director Peter Wirth	Mgmt	For	Refer	Against
11	Ratify KPMG LLP and KPMG as Auditors	Mgmt	For	For	For
12	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For	For
13	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Refer	Against
14	Authorize Issue of Ordinary Shares of Up to 20%	Mgmt	For	Against	Against
15	Authorize Issue of Ordinary Shares of Up to 10%	Mgmt	For	Against	Against

JD.com, Inc.

Meeting Date: 06/21/2023

Country: Cayman Islands

Ticker: 9618

Record Date: 05/19/2023

Meeting Type: Annual

Primary Security ID: G8208B101

Shares Voted: 352,102

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Amend Memorandum of Association and Articles of Association	Mgmt	For	Refer	For

Larsen & Toubro Limited

B.1.a

Meeting Date: 06/21/2023

Record Date: 05/19/2023

Primary Security ID: Y5217N159

Country: India

Meeting Type: Special

Ticker: 500510

Shares Voted: 927,471

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect Jyoti Sagar as Director	Mgmt	For	Refer	Against
2	Elect Rajnish Kumar as Director	Mgmt	For	Refer	Against
3	Approve Material Related Party Transaction(s) with Larsen Toubro Arabia LLC	Mgmt	For	For	For

Saudi Telecom Co.

Meeting Date: 06/21/2023

Record Date:

Primary Security ID: M8T596104

Country: Saudi Arabia

Meeting Type: Extraordinary Shareholders

Ticker: 7010

Shares Voted: 1,054,442

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt			
1	Amend Articles of Bylaws According to the New Companies' Law	Mgmt	For	Refer	Against
2	Amend Audit Committee Charter	Mgmt	For	Refer	Against
3	Amend Nomination and Remuneration Committee Charter	Mgmt	For	Refer	For
4	Amend Nomination and Remuneration of Board Members, Committees and Remuneration of the Executive Management Policy	Mgmt	For	Refer	Against
5	Approve the Transfer of SAR 11,217,053,716 from Statutory Reserve to Retained Earnings	Mgmt	For	For	For

Dino Polska SA

Meeting Date: 06/26/2023

Record Date: 06/10/2023

Primary Security ID: X188AF102

Country: Poland

Meeting Type: Annual

Ticker: DNP

Shares Voted: 26,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Open Meeting	Mgmt			
2	Elect Meeting Chairman	Mgmt	For	For	For
3	Acknowledge Proper Convening of Meeting	Mgmt			
4	Approve Agenda of Meeting	Mgmt	For	For	For
5	Receive Management Board Report on Company's and Group's Operations, Financial Statements, and Management Board Proposal on Allocation of Income	Mgmt			
6	Receive Supervisory Board Reports on Its Activities, Management Board Report on Company's and Group's Operations, Financial Statements, and Management Board Proposal on Allocation of Income	Mgmt			
7	Receive Supervisory Board Requests on Approval of Management Board Report on Company's and Group's Operations, Financial Statements, Management Board Proposal on Allocation of Income, and Discharge of Management Board Members	Mgmt			
8.1	Approve Management Board Report on Company's and Group's Operations	Mgmt	For	For	For
8.2	Approve Financial Statements	Mgmt	For	For	For
8.3	Approve Consolidated Financial Statements	Mgmt	For	For	For
9	Approve Allocation of Income and Omission of Dividends	Mgmt	For	For	For
10.1	Approve Discharge of Michal Krauze (Management Board Member)	Mgmt	For	For	For
10.2	Approve Discharge of Michal Muskala (Management Board Member)	Mgmt	For	For	For
10.3	Approve Discharge of Izabela Biadala (Management Board Member)	Mgmt	For	For	For
10.4	Approve Discharge of Piotr Scigala (Management Board Member)	Mgmt	For	For	For
11.1	Approve Discharge of Tomasz Biernacki (Supervisory Board Chairman)	Mgmt	For	For	For
11.2	Approve Discharge of Eryk Bajer (Supervisory Board Member)	Mgmt	For	For	For
11.3	Approve Discharge of Slawomir Jakszuk (Supervisory Board Member)	Mgmt	For	For	For
11.4	Approve Discharge of Piotr Nowjalis (Supervisory Board Member)	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11.5	Approve Discharge of Maciej Polanowski (Supervisory Board Member)	Mgmt	For	For	For
12	Approve Remuneration Report	Mgmt	For	Refer	Against
13.1	Amend Statute Re: General Meeting; Supervisory Board	Mgmt	For	Refer	For
13.2	Approve Consolidated Text of Statute	Mgmt	For	Refer	For
14	Close Meeting	Mgmt			

Haier Smart Home Co., Ltd.

Meeting Date: 06/26/2023

Record Date: 06/16/2023

Primary Security ID: Y298BN100

Country: China

Meeting Type: Annual

Ticker: 6690

Shares Voted: 3,265,692

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Financial Statements	Mgmt	For	For	For
2	Approve Annual Report and Annual Report Summary	Mgmt	For	For	For
3	Approve Report on the Work of the Board of Directors	Mgmt	For	For	For
4	Approve Report on the Work of the Board of Supervisors	Mgmt	For	For	For
5	Approve Audit Report on Internal Control	Mgmt	For	For	For
6	Approve Profit Distribution Plan	Mgmt	For	For	For
7	Approve Appointment of PRC Accounting Standards Auditors	Mgmt	For	For	For
8	Approve Appointment of International Accounting Standards Auditors	Mgmt	For	For	For
9	Approve Renewal of the Financial Services Framework Agreement and Its Expected Related-Party Transaction Limit with Haier Group Corporation and Haier Group Finance Co., Ltd.	Mgmt	For	Refer	For
10	Approve Anticipated Guarantees' Amounts for the Company and Its Subsidiaries	Mgmt	For	For	For
11	Approve Conduct of Foreign Exchange Fund Derivatives Business	Mgmt	For	For	For
12	Approve Purchase of Liability Insurance for Directors, Supervisors, and Senior Management	Mgmt	For	For	For

Haier Smart Home Co., Ltd.

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional Issuance of A Shares	Mgmt	For	For	For
14	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional Issuance of H Shares	Mgmt	For	For	For
15	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Additional Issuance of D Shares	Mgmt	For	For	For
16	Approve Grant of General Mandate to the Board to Repurchase H Shares	Mgmt	For	For	For
17	Approve Grant of General Mandate to the Board to Repurchase D Shares	Mgmt	For	For	For
18	Approve 2023 A Share Core Employee Stock Ownership Plan (Draft) and Its Summary	SH	For	Refer	For
19	Approve 2023 H Share Core Employee Stock Ownership Plan (Draft) and Its Summary	SH	For	Refer	For

Haier Smart Home Co., Ltd.

Meeting Date: 06/26/2023Country: ChinaTicker: 6690

Record Date: 06/16/2023Meeting Type: Special

Primary Security ID: Y298BN100

Shares Voted: 3,265,692

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

Hindustan Unilever Limited

Meeting Date: 06/26/2023Country: IndiaTicker: 500696

Record Date: 06/19/2023Meeting Type: Annual

Primary Security ID: Y3222L102

Shares Voted: 632,211

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Confirm Interim Dividend and Declare Final Dividend	Mgmt	For	For	For
3	Reelect Nitin Paranjpe as Director	Mgmt	For	For	For
4	Reelect Dev Bajpai as Director	Mgmt	For	For	For
5	Reelect Ritesh Tiwari as Director	Mgmt	For	For	For
6	Elect Ranjay Gulati as Director	Mgmt	For	For	For
7	Elect Rohit Jawa as and Approve Appointment and Remuneration of Rohit Jawa as Whole-time Director	Mgmt	For	For	For
8	Approve Appointment and Remuneration of Rohit Jawa as Managing Director & Chief Executive Officer	Mgmt	For	For	For
9	Approve Material Related Party Transactions	Mgmt	For	Refer	For
10	Approve Remuneration of Cost Auditors	Mgmt	For	For	For

Baidu, Inc.

Meeting Date: 06/27/2023Country: Cayman IslandsTicker: 9888
Record Date: 05/23/2023Meeting Type: Annual
Primary Security ID: G07034104

Shares Voted: 53,787

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Amend Memorandum of Association and Articles of Association	Mgmt	For	Refer	For

Tata Steel Limited

Meeting Date: 06/27/2023Country: IndiaTicker: 500470
Record Date: 06/20/2023Meeting Type: Court
Primary Security ID: Y8547N220

Shares Voted: 6,648,565

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

Wuxi Biologics (Cayman) Inc.

Meeting Date: 06/27/2023Country: Cayman IslandsTicker: 2269
Record Date: 06/20/2023Meeting Type: Annual
Primary Security ID: G97008117

Shares Voted: 1,062,245

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2a	Elect Ge Li as Director	Mgmt	For	Against	Against
2b	Elect Zhisheng Chen as Director	Mgmt	For	Against	Against
2c	Elect Kenneth Walton Hitchner III as Director	Mgmt	For	For	For
2d	Elect Jackson Peter Tai as Director	Mgmt	For	For	For
3	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5a	Approve Amendments to the Restricted Share Award Scheme and Related Transactions	Mgmt	For	For	For
5b	Approve Amendments to the Share Award Scheme for Global Partner Program and Related Transactions	Mgmt	For	For	For
6	Adopt Scheme Mandate Limit	Mgmt	For	For	For
7	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
8	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
9	Adopt Third Amended and Restated Memorandum and Articles of Association	Mgmt	For	Refer	For

Meeting Date: 06/28/2023

Record Date: 06/07/2023

Primary Security ID: Y1477R204

Country: China

Meeting Type: Annual

Ticker: 2628

Shares Voted: 10,661,841

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Financial Report	Mgmt	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For
5	Approve Remuneration of Directors and Supervisors	Mgmt	For	For	For
6	Approve PricewaterhouseCoopers Zhong Tian LLP as PRC Auditor and Auditor for the Form 20-F and PricewaterhouseCoopers as Hong Kong Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Approve Formulation of the Provisional Measures for the Administration of Recovery and Deduction of Performance-based Remuneration of Directors, Supervisors, Senior Management and Personnel in Key Positions	Mgmt	For	For	For
8	Approve Agreement for Entrusted Investment and Management and Operating Services with Respect to Alternative Investments with Insurance Funds, Annual Caps and Related Transactions	Mgmt	For	For	For

Infosys Limited

Meeting Date: 06/28/2023

Record Date: 06/02/2023

Primary Security ID: Y4082C133

Country: India

Meeting Type: Annual

Ticker: 500209

Shares Voted: 954,252

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3	Reelect Salil Parekh as Director	Mgmt	For	For	For
4	Elect Helene Auriol Potier as Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Reelect Bobby Parikh as Director	Mgmt	For	For	For

International Games System Co., Ltd.

Meeting Date: 06/28/2023Country: TaiwanTicker: 3293

Record Date: 04/28/2023Meeting Type: Annual

Primary Security ID: Y41065114

Shares Voted: 326,064

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Business Operations Report and Financial Statements	Mgmt	For	For	For
2	Approve Plan on Profit Distribution	Mgmt	For	For	For
3	Approve Amendments to Articles of Association	Mgmt	For	Refer	Against
4	Amendments to Trading Procedures Governing Derivatives Products	Mgmt	For	For	For
5	Amend Procedures for Endorsement and Guarantees	Mgmt	For	Refer	For
6	Amend Procedures for Lending Funds to Other Parties	Mgmt	For	Refer	For
7	Approve Amendments to Rules and Procedures Regarding Shareholder's General Meeting	Mgmt	For	For	For

Sinotruk (Hong Kong) Limited

Meeting Date: 06/28/2023Country: Hong KongTicker: 3808

Record Date: 06/21/2023Meeting Type: Annual

Primary Security ID: Y8014Z102

Shares Voted: 10,515,013

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3A	Elect Wang Zhijian as Director	Mgmt	For	For	For
3B	Elect Wang Chen as Director	Mgmt	For	For	For
3C	Elect Liu Wei as Director	Mgmt	For	For	For
3D	Elect Zhang Wei as Director	Mgmt	For	For	For
3E	Elect Zhao Hong as Director	Mgmt	For	For	For

Sinotruk (Hong Kong) Limited

B.1.a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3F	Elect Richard von Braunschweig as Director	Mgmt	For	Against	Against
3G	Elect Liang Qing as Director	Mgmt	For	For	For
3H	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
4	Approve KPMG as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Amend Articles of Association and Adopt New Articles of Association	Mgmt	For	Refer	For
6	Approve Supplemental Agreement to the 2023 CNHTC Products Sales Agreement, Proposed Revised Annual Cap and Related Transactions	Mgmt	For	For	For
7	Approve Supplemental Agreement to the 2023 CNHTC Products Purchase Agreement, Proposed Revised Annual Cap and Related Transactions	Mgmt	For	For	For
8	Approve Supplemental Agreement to the 2023 Financial Services Agreement, Proposed Revised Annual Cap and Related Transactions	Mgmt	For	For	For
9	Approve 2026 CNHTC Sale of Goods Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For
10	Approve 2026 CNHTC Purchase of Goods Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For
11	Approve 2026 Provision of Financial Services Agreement, Proposed Annual Caps and Related Transactions	Mgmt	For	For	For

Tata Steel Limited

Meeting Date: 06/28/2023

Record Date: 06/21/2023

Primary Security ID: Y8547N220

Country: India

Meeting Type: Court

Ticker: 500470

Shares Voted: 6,648,565

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

Bid Corp. Ltd.

Meeting Date: 06/29/2023

Record Date: 06/23/2023

Primary Security ID: S11881109

Country: South Africa

Meeting Type: Special

Ticker: BID

Shares Voted: 242,812

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Conditional Share Plan to Require that a Participant Exercises their Vested Awards Before they can be Settled and Freely Disposed of	Mgmt	For	For	For
2	Amend Conditional Share Plan to Introduce a Discretion on the Remuneration Committee to Determine that Awards of "Good Leavers" may Not be Subject to Time Pro-Rated Early Vesting and may Vest in Full in the Ordinary Course	Mgmt	For	For	For
3	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For

China Construction Bank Corporation

Meeting Date: 06/29/2023Country: ChinaTicker: 939

Record Date: 05/29/2023Meeting Type: Annual

Primary Security ID: Y1397N101

Shares Voted: 41,405,456

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Report of the Board of Directors	Mgmt	For	For	For
2	Approve Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Final Financial Accounts	Mgmt	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For
5	Approve Ernst & Young Hua Ming LLP as Domestic Auditor and Ernst & Young as International Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Approve Fixed Assets Investment Budget	Mgmt	For	For	For
7	Elect Tian Guoli as Director	Mgmt	For	For	For
8	Elect Shao Min as Director	Mgmt	For	For	For
9	Elect Liu Fang as Director	Mgmt	For	For	For
10	Elect Lord Sassoon as Director	Mgmt	For	For	For
11	Elect Liu Huan as Supervisor	Mgmt	For	For	For
12	Elect Ben Shenglin as Supervisor	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Approve Capital Planning for the Period from 2024 to 2026	Mgmt	For	Refer	For
14	Approve Issuance of Qualified Write-down Tier-2 Capital Instruments	Mgmt	For	Refer	For

China Tourism Group Duty Free Corporation Limited

Meeting Date: 06/29/2023Country: ChinaTicker: 1880

Record Date: 06/23/2023Meeting Type: Annual

Primary Security ID: Y15079109

Shares Voted: 574,379

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Work Report of the Board of Directors	Mgmt	For	For	For
2	Approve Work Report of the Supervisory Board	Mgmt	For	For	For
3	Approve Work Report of the Independent Directors	Mgmt	For	For	For
4	Approve Final Financial Report	Mgmt	For	For	For
5	Approve Annual Report	Mgmt	For	For	For
6	Approve Profit Distribution Proposal	Mgmt	For	For	For
7	Approve Deposit Services and the Renewal of Annual Caps under the Financial Services Agreement with CTG Finance Company Limited	Mgmt	For	Refer	For
	ELECT SUPERVISOR	Mgmt			
8.01	Elect Liu Defu as Supervisor	SH	For	For	For
9	Approve Ernst & Young Hua Ming LLP as Domestic Auditors and Ernst & Young as International Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
10.01	Elect Li Gang as Director	SH	For	For	For
10.02	Elect Chen Guoqiang as Director	SH	For	For	For
10.03	Elect Wang Xuan as Director	SH	For	For	For
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
11.01	Elect Ge Ming as Director	Mgmt	For	For	For
11.02	Elect Wang Ying as Director	Mgmt	For	For	For

China Tourism Group Duty Free Corporation Limited

B.1a

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11.03	Elect Wang Qiang as Director	Mgmt	For	For	For

Industrial and Commercial Bank of China Limited

Meeting Date: 06/29/2023Country: ChinaTicker: 1398

Record Date: 06/19/2023Meeting Type: Annual

Primary Security ID: Y3990B112

Shares Voted: 30,573,856

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	AGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Work Report of the Board of Directors	Mgmt	For	For	For
2	Approve Work Report of the Board of Supervisors	Mgmt	For	For	For
3	Approve Audited Accounts	Mgmt	For	For	For
4	Approve Profit Distribution Plan	Mgmt	For	For	For
5	Approve Fixed Asset Investment Budget	Mgmt	For	For	For
6	Approve Deloitte Touche Tohmatsu Certified Public Accountants LLP as Domestic External Auditor and Deloitte Touche Tohmatsu as International External Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Elect Feng Weidong as Director	Mgmt	For	For	For
8	Elect Cao Liquan as Director	Mgmt	For	For	For
9	Authorize Board to Deal with All Matters Relating to Directors', Supervisors' and Senior Management Members' Liability Insurance	Mgmt	For	For	For

Tata Consultancy Services Limited

Meeting Date: 06/29/2023Country: IndiaTicker: 532540

Record Date: 06/22/2023Meeting Type: Annual

Primary Security ID: Y85279100

Shares Voted: 144,731

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Confirm Interim Dividends and Declare Final Dividend	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
3	Reelect Aarthi Subramanian as Director	Mgmt	For	For	For
4	Elect K Krithivasan as Director	Mgmt	For	For	For
5	Approve Appointment and Remuneration of K Krithivasan as Chief Executive Officer and Managing Director	Mgmt	For	For	For
6	Approve Material Related Party Transactions	Mgmt	For	Refer	For

Bilibili, Inc.

Meeting Date: 06/30/2023

Record Date: 05/25/2023

Primary Security ID: G1098A101

Country: Cayman Islands

Meeting Type: Annual

Ticker: 9626

Shares Voted: 237,136

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Ni Li as Director	Mgmt	For	For	For
3	Elect Yi Xu as Director	Mgmt	For	For	For
4	Elect Guoqi Ding as Director	Mgmt	For	For	For
5	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
6	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
7	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
8	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
9	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against

Meituan

Meeting Date: 06/30/2023

Record Date: 06/26/2023

Primary Security ID: G59669104

Country: Cayman Islands

Meeting Type: Annual

Ticker: 3690

Shares Voted: 2,683,103

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Marjorie Mun Tak Yang as Director	Mgmt	For	For	For
3	Elect Wang Huiwen as Director	Mgmt	For	Against	Against
4	Elect Orr Gordon Robert Halyburton as Director	Mgmt	For	Against	Against
5	Elect Leng Xuesong as Director	Mgmt	For	For	For
6	Authorize Board to Fix Remuneration of Directors	Mgmt	For	Against	Against
7	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights for Class B Shares	Mgmt	For	Against	Against
8	Authorize Repurchase of Issued Share Capital	Mgmt	For	For	For
9	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
10	Approve Amendments to the Post-IPO Share Option Scheme and Related Transactions	Mgmt	For	For	For
11	Approve Amendments to the Post-IPO Share Award Scheme and Related Transactions	Mgmt	For	For	For
12	Approve the Scheme Limit	Mgmt	For	For	For
13	Approve the Service Provider Sublimit	Mgmt	For	For	For
14	Approve Issuance of Class B Shares to Orr Gordon Robert Halyburton Under the Post-IPO Share Award Scheme and Related Transactions	Mgmt	For	For	For
15	Approve Issuance of Class B Shares to Leng Xuesong Under the Post-IPO Share Award Scheme and Related Transactions	Mgmt	For	For	For
16	Approve Issuance of Class B Shares to Shum Heung Yeung Harry Under the Post-IPO Share Award Scheme and Related Transactions	Mgmt	For	For	For
17	Approve Amendments to the Existing Articles of Association and Adopt Seventh Amended and Restated Memorandum and Articles of Association and Related Transactions	Mgmt	For	Refer	For

Meeting Date: 06/30/2023

Record Date: 06/21/2023

Primary Security ID: Y75268105

Country: China

Meeting Type: Special

Ticker: 600031

Shares Voted: 2,447,100

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Draft and Summary of Employee Share Purchase Plan	Mgmt	For	For	For
2	Approve Management Method of Employee Share Purchase Plan	Mgmt	For	For	For
3	Approve Authorization of the Board to Handle All Matters Related to Employee Share Purchase Plan	Mgmt	For	For	For

Srf Limited

Meeting Date: 06/30/2023

Record Date: 06/23/2023

Primary Security ID: Y8133G134

Country: India

Meeting Type: Annual

Ticker: 503806

Shares Voted: 211,235

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Reelect Pramod Gopaldas Gujarathi as Director	Mgmt	For	Refer	For
3	Approve B S R & Co. LLP, Chartered Accountants, as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
4	Approve Reappointment and Remuneration of Pramod Gopaldas Gujarathi as Whole-Time Director Designated as Director (Safety & Environment) and Occupier	Mgmt	For	Refer	For
5	Reelect Bharti Gupta Ramola as Director	Mgmt	For	For	For
6	Reelect Puneet Yadu Dalmia as Director	Mgmt	For	Against	Against
7	Reelect Yash Gupta as Director	Mgmt	For	Against	Against
8	Approve Issuance of Non-Convertible Debentures on Private Placement Basis	Mgmt	For	Refer	For
9	Amend Articles of Association - Board Related	Mgmt	For	Refer	For
10	Approve Remuneration of Cost Auditors	Mgmt	For	For	For

Meeting Date: 06/30/2023

Country: Cayman Islands

Ticker: 9961

Record Date: 06/01/2023

Meeting Type: Annual

Primary Security ID: G9066F101

Shares Voted: 856,275

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Meeting for ADR Holders	Mgmt			
	Amend Third Amended and Restated Memorandum of Association and Articles of Association and Approve Fourth Amended and Restated Memorandum of Association and Articles of Association	Mgmt	For	Refer	For

Yandex NV

Meeting Date: 06/30/2023

Country: Netherlands

Ticker: YNDX

Record Date: 06/02/2023

Meeting Type: Annual

Primary Security ID: N97284108

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Class A Meeting Agenda	Mgmt			
	Approve Legal Merger with Yandex Media Services B.V. in Accordance with Merger Proposal 1	Mgmt	For	Refer	Do Not Vote
2	Approve Legal Merger with Yandex.Classifieds Holding B.V. in Accordance with Merger Proposal 2	Mgmt	For	Refer	Do Not Vote
3	Approve Legal Merger with MLU B.V. in Accordance with Merger Proposal 3	Mgmt	For	Refer	Do Not Vote
4	Approve Legal Merger with Foodtech & Delivery Ops B.V. in Accordance with Merger Proposal 4	Mgmt	For	Refer	Do Not Vote
5	Annual Meeting Agenda	Mgmt			
	Approve Discharge of Directors	Mgmt	For	For	Do Not Vote
6	Reelect Alexei Yakovitsky as Director	Mgmt	For	Against	Do Not Vote
7	Ratify "Technologies of Trust - Audit" JSC as Auditors	Mgmt	For	For	Do Not Vote
8	Ratify Reanda Audit & Assurance B.V. as Auditors	Mgmt	For	For	Do Not Vote
9	Grant Board Authority to Issue Class A Shares	Mgmt	For	For	Do Not Vote
10	Authorize Board to Exclude Preemptive Rights from Share Issuances	Mgmt	For	For	Do Not Vote

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
11	Authorize Repurchase of Issued Share Capital	Mgmt	For	Refer	Do Not Vote

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
A. O. Smith Corporation	1.1	Elect Director Ronald D. Brown	No	For	Withhold	Withhold	Withhold
A. O. Smith Corporation	1.2	Elect Director Earl E. Exum	No	For	For	For	For
A. O. Smith Corporation	1.3	Elect Director Michael M. Larsen	No	For	For	For	For
A. O. Smith Corporation	1.4	Elect Director Idelle K. Wolf	No	For	For	For	For
A. O. Smith Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
A. O. Smith Corporation	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
A. O. Smith Corporation	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
A. O. Smith Corporation	5	Report on Whether Company Policies Reinforce Racism in Company Culture	No	Against	For	For	Against
ABB Ltd.	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
ABB Ltd.	2	Approve Remuneration Report (Non-Binding)	No	For	For	For	For
ABB Ltd.	3	Approve Discharge of Board and Senior Management	No	For	Against	Against	For
ABB Ltd.	4	Approve Allocation of Income and Dividends of CHF 0.84 per Share	No	For	For	For	For
ABB Ltd.	5.1	Amend Articles Re: Shares and Share Register	No	For	For	For	For
ABB Ltd.	5.2	Amend Articles Re: Restriction on Registration	No	For	For	For	For
ABB Ltd.	5.3	Amend Articles Re: General Meeting	No	For	For	For	For
ABB Ltd.	5.4	Approve Virtual-Only Shareholder Meetings	No	For	For	For	For
ABB Ltd.	5.5	Amend Articles Re: Board of Directors and Compensation	No	For	For	For	For
ABB Ltd.	6	Approve Creation of Capital Band within the Upper Limit of CHF 259.3 Million and the Lower Limit of CHF 212.2 Million with or without Exclusion of Preemptive Rights	No	For	For	For	For
ABB Ltd.	7.1	Approve Remuneration of Directors in the Amount of CHF 4.4 Million	No	For	For	For	For
ABB Ltd.	7.2	Approve Remuneration of Executive Committee in the Amount of CHF 43.9 Million	No	For	For	For	For
ABB Ltd.	8.1	Reelect Gunnar Brock as Director	No	For	For	For	For
ABB Ltd.	8.2	Reelect David Constable as Director	No	For	For	For	For
ABB Ltd.	8.3	Reelect Frederico Curado as Director	No	For	For	For	For
ABB Ltd.	8.4	Reelect Lars Foerberg as Director	No	For	For	For	For
ABB Ltd.	8.5	Elect Denise Johnson as Director	No	For	For	For	For
ABB Ltd.	8.6	Reelect Jennifer Xin-Zhe Li as Director	No	For	For	For	For
ABB Ltd.	8.7	Reelect Geraldine Matchett as Director	No	For	For	For	For
ABB Ltd.	8.8	Reelect David Meline as Director	No	For	For	For	For
ABB Ltd.	8.9	Reelect Jacob Wallenberg as Director	No	For	For	For	For
ABB Ltd.	8.1	Reelect Peter Voser as Director and Board Chair	No	For	Against	Against	For
ABB Ltd.	9.1	Committee	No	For	For	For	For
ABB Ltd.	9.2	Committee	No	For	For	For	Against
ABB Ltd.	9.3	Committee	No	For	For	For	For
ABB Ltd.	10	Designate Zehnder Bolliger & Partner as Independent Proxy	No	For	For	For	For
ABB Ltd.	11	Ratify KPMG AG as Auditors	No	For	For	For	For
ABB Ltd.	12	Transact Other Business (Voting)	No	For	Against	Against	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
AECOM	1.1	Elect Director Bradley W. Buss	No	For	For	For	For
AECOM	1.2	Elect Director Lydia H. Kennard	No	For	For	For	For
AECOM	1.3	Elect Director Kristy Pipes	No	For	For	For	For
AECOM	1.4	Elect Director Troy Rudd	No	For	For	For	For
AECOM	1.5	Elect Director Douglas W. Stotlar	No	For	For	For	For
AECOM	1.6	Elect Director Daniel R. Tishman	No	For	For	For	For
AECOM	1.7	Elect Director Sander van't Noordende	No	For	For	For	One Year
AECOM	1.8	Elect Director Janet C. Wolfenbarger	No	For	For	For	For
AECOM	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
AECOM	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
AECOM	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
ASML Holding NV	3a	Approve Remuneration Report	No	For	For	For	For
ASML Holding NV	3b	Adopt Financial Statements and Statutory Reports	No	For	For	For	For
ASML Holding NV	3d	Approve Dividends	No	For	For	For	For
ASML Holding NV	4a	Approve Discharge of Management Board	No	For	For	For	For
ASML Holding NV	4b	Approve Discharge of Supervisory Board	No	For	For	For	For
ASML Holding NV	5	Approve Number of Shares for Management Board	No	For	For	For	For
ASML Holding NV	6a	Amend Remuneration Policy for the Supervisory Board	No	For	For	For	For
ASML Holding NV	6b	Amend Remuneration of the Members of the Supervisory Board	No	For	For	For	For
ASML Holding NV	8	Elect N.S. Andersen to Supervisory Board	No	For	For	For	For
ASML Holding NV	8b	Elect J.P. de Kreij to Supervisory Board	No	For	For	For	For
ASML Holding NV	9	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For	For	For
ASML Holding NV	10a	Grant Board Authority to Issue Shares Up to 5 Percent of Issued Capital Plus Additional 5 Percent in Case of Merger or Acquisition	No	For	For	For	For
ASML Holding NV	10b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
ASML Holding NV	11	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
ASML Holding NV	12	Authorize Cancellation of Repurchased Shares	No	For	For	For	For
Aalberts NV	2	Elect T. (Thessa) Menssen to Supervisory Board	No	For	For	For	For
Aalberts NV	3	Elect F. (Frank) Melzer to Supervisory Board	No	For	For	For	For
Aalberts NV	3.a	Approve Remuneration Report	No	For	For	For	For
Aalberts NV	3.b	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Aalberts NV	4.b	Approve Dividends	No	For	For	For	For
Aalberts NV	5	Approve Discharge of Management Board	No	For	For	For	For
Aalberts NV	6	Approve Discharge of Supervisory Board	No	For	For	For	For
Aalberts NV	7	Reelect J. Van Der Zouw to Supervisory Board	No	For	Against	Against	For
Aalberts NV	8	Capital	No	For	For	For	For
Aalberts NV	9	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
Aalberts NV	10	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Aalberts NV	11	Reappoint Deloitte Accountants B.V. as Auditors	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Adecoagro SA	1	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Adecoagro SA	2	Approve Financial Statements	No	For	For	For	For
Adecoagro SA	3	Approve Allocation of Income	No	For	For	For	Against
Adecoagro SA	4	Approve Dividends	No	For	For	For	For
Adecoagro SA	5	Approve Discharge of Directors	No	For	For	For	For
Adecoagro SA	6	Approve Remuneration of Directors for FY 2022	No	For	For	For	For
Adecoagro SA	7	Appoint PricewaterhouseCoopers as Auditor	No	For	For	For	For
Adecoagro SA	8.1	Elect Plinio Musetti as Director	No	For	Against	Against	For
Adecoagro SA	8.2	Elect Mariano Bosch as Director	No	For	For	For	For
Adecoagro SA	8.3	Elect Daniel Gonzalez as Director	No	For	For	For	For
Adecoagro SA	9	Approve Remuneration of Directors for FY 2023	No	For	For	For	For
Ag Growth International Inc.	1	Fix Number of Directors at Ten	No	For	For	For	For
Ag Growth International Inc.	2.1	Elect Director Rohit Bhardwaj	No	For	For	For	For
Ag Growth International Inc.	2.2	Elect Director Anne De Greef-Safft	No	For	For	For	For
Ag Growth International Inc.	2.3	Elect Director Mike Frank	No	For	For	For	For
Ag Growth International Inc.	2.4	Elect Director Janet Giesselman	No	For	For	For	For
Ag Growth International Inc.	2.5	Elect Director Paul Householder	No	For	For	For	For
Ag Growth International Inc.	2.6	Elect Director William (Bill) Lambert	No	For	For	For	For
Ag Growth International Inc.	2.7	Elect Director Bill Maslechko	No	For	For	For	For
Ag Growth International Inc.	2.8	Elect Director Malcolm (Mac) Moore	No	For	For	For	For
Ag Growth International Inc.	2.9	Elect Director Claudia Roessler	No	For	For	For	For
Ag Growth International Inc.	2.1	Elect Director David White	No	For	For	For	For
Ag Growth International Inc.	3	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Ag Growth International Inc.	4	Amend Equity Incentive Award Plan	No	For	For	For	For
Ag Growth International Inc.	5	Re-approve Shareholder Rights Plan	No	For	For	For	For
Ag Growth International Inc.	6	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Agilent Technologies, Inc.	1.1	Elect Director Heidi K. Kunz	No	For	For	For	For
Agilent Technologies, Inc.	1.2	Elect Director Susan H. Rataj	No	For	For	For	For
Agilent Technologies, Inc.	1.3	Elect Director George A. Scangos	No	For	For	For	One Year
Agilent Technologies, Inc.	1.4	Elect Director Dow R. Wilson	No	For	For	For	For
Agilent Technologies, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Agilent Technologies, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Agilent Technologies, Inc.	4	Provide Right to Call Special Meeting	No	For	For	For	For
Agilent Technologies, Inc.	5	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Albemarle Corporation	1a	Elect Director M. Lauren Brlas	No	For	For	For	For
Albemarle Corporation	1b	Elect Director Ralf H. Cramer	No	For	For	For	For
Albemarle Corporation	1c	Elect Director J. Kent Masters, Jr.	No	For	For	For	For
Albemarle Corporation	1d	Elect Director Glenda J. Minor	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Albemarle Corporation	1e	Elect Director James J. O'Brien	No	For	For	For	For
Albemarle Corporation	1f	Elect Director Diarmuid B. O'Connell	No	For	For	For	For
Albemarle Corporation	1g	Elect Director Dean L. Seavers	No	For	For	For	One Year
Albemarle Corporation	1h	Elect Director Gerald A. Steiner	No	For	For	For	For
Albemarle Corporation	1i	Elect Director Holly A. Van Deursen	No	For	For	For	For
Albemarle Corporation	1j	Elect Director Alejandro D. Wolff	No	For	For	For	For
Albemarle Corporation	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Albemarle Corporation	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Albemarle Corporation	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Albemarle Corporation	5	Approve Non-Employee Director Restricted Stock Plan	No	For	For	For	For
Alfen NV	2.b	Approve Remuneration Report	No	For	For	For	For
Alfen NV	2.c	Adopt Financial Statements	No	For	For	For	For
Alfen NV	4.a	Approve Discharge of Management Board	No	For	For	For	For
Alfen NV	4.b	Approve Discharge of Supervisory Board	No	For	For	For	For
Alfen NV	5	Amend Remuneration Policy of Supervisory Board	No	For	For	For	For
Alfen NV	7.a	Grant Board Authority to Issue Shares Up to 10 Percent of Issued Capital and Exclude Preemptive Rights	No	For	For	For	For
Alfen NV	7.b	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Alfen NV	8	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For	For	For
American Water Works Company, Inc.	1a	Elect Director Jeffrey N. Edwards	No	For	For	For	For
American Water Works Company, Inc.	1b	Elect Director Martha Clark Goss	No	For	For	For	For
American Water Works Company, Inc.	1c	Elect Director M. Susan Hardwick	No	For	For	For	For
American Water Works Company, Inc.	1d	Elect Director Kimberly J. Harris	No	For	For	For	For
American Water Works Company, Inc.	1e	Elect Director Laurie P. Havanec	No	For	For	For	For
American Water Works Company, Inc.	1f	Elect Director Julia L. Johnson	No	For	For	For	For
American Water Works Company, Inc.	1g	Elect Director Patricia L. Kampling	No	For	For	For	One Year
American Water Works Company, Inc.	1h	Elect Director Karl F. Kurz	No	For	For	For	For
American Water Works Company, Inc.	1i	Elect Director Michael L. Marberry	No	For	For	For	For
American Water Works Company, Inc.	1j	Elect Director James G. Stavridis	No	For	For	For	For
American Water Works Company, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
American Water Works Company, Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
American Water Works Company, Inc.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
American Water Works Company, Inc.	5	Oversee and Report a Racial Equity Audit	No	Against	For	For	For
Andritz AG	2	Approve Allocation of Income and Dividends of EUR 2.10 per Share	No	For	For	For	Against
Andritz AG	3	Approve Discharge of Management Board for Fiscal Year 2022	No	For	For	For	For
Andritz AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2022	No	For	For	For	For
Andritz AG	5	Approve Remuneration of Supervisory Board Members	No	For	For	For	Against
Andritz AG	6	Ratify KPMG Austria GmbH as Auditors for Fiscal Year 2023	No	For	For	For	Against
Andritz AG	7	Approve Remuneration Report	No	For	Against	Against	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Andritz AG	8	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	No	For	For	For	For
Andritz AG	9	Amend Articles Re: Company Announcements	No	For	For	For	For
Andritz AG	10.1	New/Amended Proposals from Shareholders	No	None	Against	Against	For
Andritz AG	10.2	New/Amended Proposals from Management and Supervisory Board	No	None	Against	Against	For
Aptiv PLC	1a	Elect Director Kevin P. Clark	No	For	For	For	For
Aptiv PLC	1b	Elect Director Richard L. (Rick) Clemmer	No	For	For	For	For
Aptiv PLC	1c	Elect Director Nancy E. Cooper	No	For	For	For	For
Aptiv PLC	1d	Elect Director Joseph L. (Jay) Hooley	No	For	For	For	For
Aptiv PLC	1e	Elect Director Merit E. Janow	No	For	For	For	For
Aptiv PLC	1f	Elect Director Sean O. Mahoney	No	For	For	For	For
Aptiv PLC	1g	Elect Director Paul M. Meister	No	For	For	For	For
Aptiv PLC	1h	Elect Director Robert K. (Kelly) Ortberg	No	For	For	For	For
Aptiv PLC	1i	Elect Director Colin J. Parris	No	For	For	For	For
Aptiv PLC	1j	Elect Director Ana G. Pinczuk	No	For	For	For	For
Aptiv PLC	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Aptiv PLC	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Arcadis NV	4.a	Adopt Financial Statements	No	For	For	For	For
Arcadis NV	4.b	Approve Dividends	No	For	For	For	For
Arcadis NV	5.a	Approve Discharge of Executive Board	No	For	For	For	For
Arcadis NV	5.b	Approve Discharge of Supervisory Board	No	For	For	For	For
Arcadis NV	6	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For	For	For
Arcadis NV	7.a	Approve Remuneration Report for Executive Board	No	For	For	For	For
Arcadis NV	7.b	Approve Remuneration Report for Supervisory Board	No	For	For	For	For
Arcadis NV	8	Elect A.G. Brookes to Executive Board	No	For	For	For	For
Arcadis NV	9.a	Reelect M.P. Lap to Supervisory Board	No	For	For	For	For
Arcadis NV	9.b	Elect B. Duganier to Supervisory Board	No	For	For	For	For
Arcadis NV	10.a	Capital	No	For	For	For	For
Arcadis NV	10.b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
Arcadis NV	11	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Arcadis NV	12	Approve 2023 Arcadis N.V. Long-Term Incentive Plan	No	For	For	For	For
Archer-Daniels-Midland Company	1a	Elect Director Michael S. Burke	No	For	For	For	For
Archer-Daniels-Midland Company	1b	Elect Director Theodore Colbert	No	For	For	For	For
Archer-Daniels-Midland Company	1c	Elect Director James C. Collins, Jr.	No	For	For	For	For
Archer-Daniels-Midland Company	1d	Elect Director Terrell K. Crews	No	For	For	For	For
Archer-Daniels-Midland Company	1e	Elect Director Ellen de Brabander	No	For	For	For	For
Archer-Daniels-Midland Company	1f	Elect Director Suzan F. Harrison	No	For	For	For	For
Archer-Daniels-Midland Company	1g	Elect Director Juan R. Luciano	No	For	For	For	For
Archer-Daniels-Midland Company	1h	Elect Director Patrick J. Moore	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Archer-Daniels-Midland Company	1i	Elect Director Debra A. Sandler	No	For	For	For	One Year
Archer-Daniels-Midland Company	1j	Elect Director Lei Z. Schlitz	No	For	For	For	For
Archer-Daniels-Midland Company	1k	Elect Director Kelvin R. Westbrook	No	For	For	For	For
Archer-Daniels-Midland Company	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	Against
Archer-Daniels-Midland Company	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Archer-Daniels-Midland Company	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Archer-Daniels-Midland Company	5	Require Independent Board Chair	No	Against	For	For	For
Atlantica Sustainable Infrastructure Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	2	Approve Remuneration Report	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	3	Approve Remuneration Policy	No	For	Against	Against	For
Atlantica Sustainable Infrastructure Plc	4	Elect Director Michael Woolcombe	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	5	Elect Director Michael Forsayeth	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	6	Elect Director William Aziz	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	7	Elect Director Brenda Eprile	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	8	Elect Director Debora Del Favero	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	9	Elect Director Arun Banskota	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	10	Elect Director George Trisic	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	11	Elect Director Edward C. Hall, III	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	12	Elect Director Santiago Seage	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	13	Reappoint Ernst & Young LLP and Ernst & Young S.L. as Auditors	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	14	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	15	Authorise Issue of Equity	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	17	Authority)	No	For	For	For	For
Atlantica Sustainable Infrastructure Plc	18	Approve Reduction in Share Capital	No	For	For	For	Against
Atlantica Sustainable Infrastructure Plc	19	Authorise Share Repurchase Program	No	For	For	For	Against
BayWa AG	2	Approve Allocation of Income and Dividends of EUR 1.10 per Share and Special Dividends of EUR 0.10 per Share	No	For	For	For	Against
BayWa AG	3	Approve Discharge of Management Board for Fiscal Year 2022	No	For	For	For	Against
BayWa AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2022	No	For	For	For	Against
BayWa AG	5	2023	No	For	For	For	Against
BayWa AG	6	Approve Remuneration Report	No	For	Against	Against	Against
BayWa AG	7.1	Elect Wolfgang Altmueller to the Supervisory Board	No	For	Against	Against	Against
BayWa AG	7.2	Elect Michael Goeschelbauer to the Supervisory Board	No	For	Against	Against	Against
BayWa AG	7.3	Elect Michael Hoellerer to the Supervisory Board	No	For	Against	Against	Against
BayWa AG	7.4	Elect Monika Hohlmeier to the Supervisory Board	No	For	Against	Against	For
BayWa AG	7.5	Elect Klaus Lutz to the Supervisory Board	No	For	Against	Against	For
BayWa AG	7.6	Elect Wilhelm Oberhofer to the Supervisory Board	No	For	Against	Against	For
BayWa AG	7.7	Elect Joachim Rukwied to the Supervisory Board	No	For	Against	Against	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
BayWa AG	7.8	Elect Monique Surges to the Supervisory Board	No	For	Against	Against	For
BayWa AG	8	Approve Creation of EUR 10 Million Pool of Capital without Preemptive Rights	No	For	Against	Against	For
Beijing Enterprises Water Group Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	Against
Beijing Enterprises Water Group Limited	2	Approve Final Dividend	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a1	Elect Xiong Bin as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a2	Elect Li Haifeng as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a3	Elect Ke Jian as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a4	Elect Sha Ning as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3a5	Elect Guo Rui as Director	No	For	Against	Against	Against
Beijing Enterprises Water Group Limited	3a6	Elect Chau On Ta Yuen as Director	No	For	For	For	Against
Beijing Enterprises Water Group Limited	3a7	Elect Dai Xiaohu as Director	No	For	For	For	For
Beijing Enterprises Water Group Limited	3b	Authorize Board to Fix Remuneration of Directors	No	For	For	For	Against
Beijing Enterprises Water Group Limited	4	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Beijing Enterprises Water Group Limited	5	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
Beijing Enterprises Water Group Limited	6	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	For
Beijing Enterprises Water Group Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	For
Beijing Enterprises Water Group Limited	8	Fix Number of Directors at 30 and Authorize Board to Fill Vacancies and to Appoint Additional Directors Up to Maximum Number	No	For	For	For	For
Beijing Enterprises Water Group Limited	9	Approve Amendments to the Bye-Laws and Adopt the Amended and Restated Bye-Laws	No	For	Against	Against	For
BorgWarner Inc.	1A	Elect Director Sara A. Greenstein	No	For	For	For	For
BorgWarner Inc.	1B	Elect Director Michael S. Hanley	No	For	For	For	For
BorgWarner Inc.	1C	Elect Director Frederic B. Lissalde	No	For	For	For	For
BorgWarner Inc.	1D	Elect Director Shaun E. McAlmont	No	For	For	For	One Year
BorgWarner Inc.	1E	Elect Director Deborah D. McWhinney	No	For	For	For	For
BorgWarner Inc.	1F	Elect Director Alexis P. Michas	No	For	For	For	For
BorgWarner Inc.	1G	Elect Director Sailaja K. Shankar	No	For	For	For	For
BorgWarner Inc.	1H	Elect Director Hau N. Thai-Tang	No	For	For	For	For
BorgWarner Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
BorgWarner Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
BorgWarner Inc.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
BorgWarner Inc.	5	Approve Omnibus Stock Plan	No	For	For	For	For
BorgWarner Inc.	6	Meeting	No	Against	For	For	For
BorgWarner Inc.	7	Report on Just Transition	No	Against	For	For	For
Bunge Limited	1a	Elect Director Eliane Aleixo Lustosa de Andrade	No	For	For	For	For
Bunge Limited	1b	Elect Director Sheila Bair	No	For	For	For	For
Bunge Limited	1c	Elect Director Carol Browner	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Bunge Limited	1e	Elect Director Gregory Heckman	No	For	For	For	For
Bunge Limited	1f	Elect Director Bernardo Hees	No	For	For	For	One Year
Bunge Limited	1g	Elect Director Michael Kobori	No	For	For	For	For
Bunge Limited	1h	Elect Director Monica McGurk	No	For	For	For	For
Bunge Limited	1i	Elect Director Kenneth Simril	No	For	For	For	For
Bunge Limited	1j	Elect Director Henry "Jay" Winship	No	For	For	For	For
Bunge Limited	1k	Elect Director Mark Zenuk	No	For	For	For	For
Bunge Limited	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Bunge Limited	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Bunge Limited	4	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Bunge Limited	5	Vote	No	Against	For	For	For
CEVA, Inc.	1.1	Elect Director Bernadette Andrietti	No	For	For	For	For
CEVA, Inc.	1.2	Elect Director Jaclyn Liu	No	For	For	For	For
CEVA, Inc.	1.3	Elect Director Maria Marced	No	For	For	For	For
CEVA, Inc.	1.4	Elect Director Peter McManamon	No	For	For	For	One Year
CEVA, Inc.	1.5	Elect Director Sven-Christer Nilsson	No	For	For	For	For
CEVA, Inc.	1.6	Elect Director Louis Silver	No	For	For	For	For
CEVA, Inc.	1.7	Elect Director Gideon Wertheizer	No	For	For	For	For
CEVA, Inc.	2	Amend Qualified Employee Stock Purchase Plan	No	For	For	For	For
CEVA, Inc.	3	Amend Omnibus Stock Plan	No	For	For	For	For
CEVA, Inc.	4	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
CEVA, Inc.	5	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
CEVA, Inc.	6	Ratify Kost Forer Gabbay & Kasierer as Auditors	No	For	For	For	For
CF Industries Holdings, Inc.	1a	Elect Director Javed Ahmed	No	For	For	For	For
CF Industries Holdings, Inc.	1b	Elect Director Robert C. Arzbaeher	No	For	For	For	For
CF Industries Holdings, Inc.	1c	Elect Director Deborah L. DeHaas	No	For	For	For	For
CF Industries Holdings, Inc.	1d	Elect Director John W. Eaves	No	For	For	For	For
CF Industries Holdings, Inc.	1e	Elect Director Stephen J. Hagge	No	For	For	For	For
CF Industries Holdings, Inc.	1f	Elect Director Jesus Madrazo Yris	No	For	For	For	One Year
CF Industries Holdings, Inc.	1g	Elect Director Anne P. Noonan	No	For	For	For	For
CF Industries Holdings, Inc.	1h	Elect Director Michael J. Toelle	No	For	For	For	For
CF Industries Holdings, Inc.	1i	Elect Director Theresa E. Wagler	No	For	For	For	For
CF Industries Holdings, Inc.	1j	Elect Director Celso L. White	No	For	For	For	For
CF Industries Holdings, Inc.	1k	Elect Director W. Anthony Will	No	For	For	For	For
CF Industries Holdings, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
CF Industries Holdings, Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
CF Industries Holdings, Inc.	4	Officers	No	For	For	For	For
CF Industries Holdings, Inc.	5	Ratify KPMG LLP as Auditors	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
CF Industries Holdings, Inc.	6	Require Independent Board Chair	No	Against	For	For	For
COWAY Co., Ltd.	1	Approve Financial Statements and Allocation of Income	No	For	For	For	For
COWAY Co., Ltd.	2	Amend Articles of Incorporation	No	For	For	For	For
COWAY Co., Ltd.	3.1	Elect Bang Jun-hyeok as Inside Director	No	For	For	For	For
COWAY Co., Ltd.	3.2	Elect Seo Jang-won as Inside Director	No	For	For	For	For
COWAY Co., Ltd.	3.3	Elect Kim Soon-tae as Inside Director	No	For	For	For	For
COWAY Co., Ltd.	3.4	Elect Yoon Bu-hyeon as Outside Director	No	For	For	For	For
COWAY Co., Ltd.	3.5	Elect Kim Gyu-ho as Outside Director	No	For	For	For	For
COWAY Co., Ltd.	4	Elect Kim Jin-bae as Outside Director to Serve as an Audit Committee Member	No	For	For	For	For
COWAY Co., Ltd.	5.1	Elect Yoon Bu-hyeon as a Member of Audit Committee	No	For	For	For	For
COWAY Co., Ltd.	5.2	Elect Lee Gil-yeon as a Member of Audit Committee	No	For	For	For	For
COWAY Co., Ltd.	6	Directors	No	For	For	For	For
California Water Service Group	1a	Elect Director Gregory E. Aliff	No	For	For	For	For
California Water Service Group	1b	Elect Director Shelly M. Esque	No	For	For	For	For
California Water Service Group	1c	Elect Director Martin A. Kropelnicki	No	For	For	For	For
California Water Service Group	1d	Elect Director Thomas M. Krummel	No	For	For	For	One Year
California Water Service Group	1e	Elect Director Yvonne (Bonnie) A. Maldonado	No	For	For	For	For
California Water Service Group	1f	Elect Director Scott L. Morris	No	For	For	For	For
California Water Service Group	1g	Elect Director Carol M. Pottenger	No	For	For	For	For
California Water Service Group	1h	Elect Director Lester A. Snow	No	For	For	For	For
California Water Service Group	1i	Elect Director Patricia K. Wagner	No	For	For	For	For
California Water Service Group	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
California Water Service Group	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
California Water Service Group	4	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
California Water Service Group	5	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	No	For	For	For	For
California Water Service Group	6	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	No	Against	For	For	For
Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Limited	2	Approve Final Dividend	No	For	For	For	Against
Limited	3.1	Elect Huang Haiqing as Director	No	For	For	For	For
Limited	3.2	Elect Hu Yanguo as Director	No	For	For	For	Against
Limited	3.3	Elect Qian Xiaodong as Director	No	For	For	For	Against
Limited	3.4	Elect Fan Yan Hok, Philip as Director	No	For	For	For	For
Limited	3.5	Authorize Board to Fix the Remuneration of the Directors	No	For	For	For	For
China Everbright Environment Group Limited	4	Approve Ernst & Young as Auditor and Authorize Board to Fix Their Remuneration	No	For	For	For	Against
China Everbright Environment Group Limited	5.1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Limited	5.2	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
Limited	5.3	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	For
Gerais	1	Council	No	For	Against	Against	For
Gerais	2	Amend Articles and Consolidate Bylaws	No	For	For	For	For
Gerais	3	Amend Dividend Distribution Policy	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2022	No	For	Against	Against	Withhold
Gerais	2	Approve Allocation of Income and Dividends	No	For	For	For	For
Gerais	3	Approve Interest-on-Capital-Stock Payment Date	No	For	For	For	For
Gerais	4	Approve Investment Plan	No	For	For	For	For
Gerais	1	Elect Guilherme Augusto Duarte De Faria as Director	No	For	For	For	For
Gerais	2	Elect Fernando Dal-Ri Murcia as Fiscal Council Member	No	For	For	For	For
Core & Main, Inc.	1.1	Elect Director Bhavani Amirthalingam	No	For	For	For	For
Core & Main, Inc.	1.2	Elect Director Orvin T. Kimbrough	No	For	Withhold	Withhold	For
Core & Main, Inc.	1.3	Elect Director Margaret M. Newman	No	For	For	For	For
Core & Main, Inc.	1.4	Elect Director Ian A. Rorick	No	For	For	For	For
Core & Main, Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Core & Main, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Costain Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Costain Group Plc	2	Approve Remuneration Report	No	For	For	For	For
Costain Group Plc	3	Approve Remuneration Policy	No	For	For	For	For
Costain Group Plc	4	Elect Kate Rock as Director	No	For	For	For	For
Costain Group Plc	5	Re-elect Alex Vaughan as Director	No	For	For	For	For
Costain Group Plc	6	Re-elect Helen Willis as Director	No	For	For	For	For
Costain Group Plc	7	Re-elect Bishoy Azmy as Director	No	For	For	For	For
Costain Group Plc	8	Re-elect Neil Crockett as Director	No	For	For	For	For
Costain Group Plc	9	Re-elect Jacqueline de Rojas as Director	No	For	For	For	For
Costain Group Plc	10	Re-elect Fiona MacAulay as Director	No	For	For	For	For
Costain Group Plc	11	Re-elect Tony Quinlan as Director	No	For	For	For	For
Costain Group Plc	12	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Costain Group Plc	13	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Costain Group Plc	14	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Costain Group Plc	15	Authorise Issue of Equity	No	For	For	For	For
Costain Group Plc	16	Approve Long-Term Incentive Plan	No	For	For	For	For
Costain Group Plc	17	Approve Share Deferral Plan	No	For	For	For	For
Costain Group Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Costain Group Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Costain Group Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Costain Group Plc	21	Notice	No	For	For	For	Against
DSM-Firmenich AG	1	Accept Financial Statements and Statutory Reports for the Period from Jan. 1, 2023 to May 8, 2023	No	For	For	For	For
DSM-Firmenich AG	2	Approve Dividends of EUR 1.60 per Share from Capital Contribution Reserves	No	For	For	For	For
DSM-Firmenich AG	3.1	Approve Remuneration of Directors in the Amount of EUR 3.6 Million	No	For	For	For	For
DSM-Firmenich AG	3.2	Approve Remuneration of Executive Committee in the Amount of EUR 37.9 Million	No	For	For	For	Against
DSM-Firmenich AG	4.1	Amend Articles Re: Consultative Vote for High Value Transactions	No	For	For	For	For
DSM-Firmenich AG	4.2	Amend Articles Re: Information on the Identity of Shareholders	No	For	For	For	For
DSM-Firmenich AG	5	Transact Other Business (Voting)	No	For	Against	Against	For
Danaher Corporation	1a	Elect Director Rainer M. Blair	No	For	For	For	For
Danaher Corporation	1b	Elect Director Feroz Dewan	No	For	For	For	For
Danaher Corporation	1c	Elect Director Linda Filler	No	For	For	For	Against
Danaher Corporation	1d	Elect Director Teri List	No	For	Against	Against	Against
Danaher Corporation	1e	Elect Director Walter G. Lohr, Jr.	No	For	For	For	For
Danaher Corporation	1f	Elect Director Jessica L. Mega	No	For	For	For	Against
Danaher Corporation	1g	Elect Director Mitchell P. Rales	No	For	For	For	For
Danaher Corporation	1h	Elect Director Steven M. Rales	No	For	For	For	For
Danaher Corporation	1i	Elect Director Pardis C. Sabeti	No	For	For	For	For
Danaher Corporation	1j	Elect Director A. Shane Sanders	No	For	Against	Against	One Year
Danaher Corporation	1k	Elect Director John T. Schwieters	No	For	Against	Against	For
Danaher Corporation	1l	Elect Director Alan G. Spoon	No	For	For	For	For
Danaher Corporation	1m	Elect Director Raymond C. Stevens	No	For	Against	Against	For
Danaher Corporation	1n	Elect Director Elias A. Zerhouni	No	For	For	For	For
Danaher Corporation	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Danaher Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Danaher Corporation	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Danaher Corporation	5	Require Independent Board Chair	No	Against	For	For	For
Danaher Corporation	6	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	No	Against	For	For	For
Deere & Company	1a	Elect Director Leanne G. Caret	No	For	For	For	For
Deere & Company	1b	Elect Director Tamra A. Erwin	No	For	For	For	For
Deere & Company	1c	Elect Director Alan C. Heuberger	No	For	For	For	For
Deere & Company	1d	Elect Director Charles O. Holliday, Jr.	No	For	For	For	For
Deere & Company	1e	Elect Director Michael O. Johanns	No	For	For	For	One Year
Deere & Company	1f	Elect Director Clayton M. Jones	No	For	For	For	For
Deere & Company	1g	Elect Director John C. May	No	For	For	For	For
Deere & Company	1h	Elect Director Gregory R. Page	No	For	For	For	For
Deere & Company	1i	Elect Director Sherry M. Smith	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Deere & Company	1j	Elect Director Dmitri L. Stockton	No	For	For	For	For
Deere & Company	1k	Elect Director Sheila G. Talton	No	For	For	For	For
Deere & Company	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Deere & Company	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Deere & Company	4	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Deere & Company	5	Vote	No	Against	For	For	For
Eaton Corporation plc	1a	Elect Director Craig Arnold	No	For	For	For	For
Eaton Corporation plc	1b	Elect Director Olivier Leonetti	No	For	For	For	For
Eaton Corporation plc	1c	Elect Director Silvio Napoli	No	For	For	For	For
Eaton Corporation plc	1d	Elect Director Gregory R. Page	No	For	For	For	For
Eaton Corporation plc	1e	Elect Director Sandra Pianalto	No	For	For	For	One Year
Eaton Corporation plc	1f	Elect Director Robert V. Pragada	No	For	For	For	For
Eaton Corporation plc	1g	Elect Director Lori J. Ryerkerk	No	For	For	For	For
Eaton Corporation plc	1h	Elect Director Gerald B. Smith	No	For	For	For	For
Eaton Corporation plc	1i	Elect Director Dorothy C. Thompson	No	For	For	For	For
Eaton Corporation plc	1j	Elect Director Darryl L. Wilson	No	For	For	For	For
Eaton Corporation plc	2	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Eaton Corporation plc	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Eaton Corporation plc	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Eaton Corporation plc	5	Authorize Issue of Equity with Pre-emptive Rights	No	For	For	For	For
Eaton Corporation plc	6	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Eaton Corporation plc	7	Authorize Share Repurchase of Issued Share Capital	No	For	For	For	For
Ecolab Inc.	1a	Elect Director Shari L. Ballard	No	For	For	For	For
Ecolab Inc.	1b	Elect Director Barbara J. Beck	No	For	For	For	For
Ecolab Inc.	1c	Elect Director Christophe Beck	No	For	For	For	For
Ecolab Inc.	1d	Elect Director Jeffrey M. Ettinger	No	For	For	For	For
Ecolab Inc.	1e	Elect Director Eric M. Green	No	For	For	For	For
Ecolab Inc.	1f	Elect Director Arthur J. Higgins	No	For	For	For	For
Ecolab Inc.	1g	Elect Director Michael Larson	No	For	For	For	For
Ecolab Inc.	1h	Elect Director David W. MacLennan	No	For	For	For	For
Ecolab Inc.	1i	Elect Director Tracy B. McKibben	No	For	For	For	Against
Ecolab Inc.	1j	Elect Director Lionel L. Nowell, III	No	For	For	For	One Year
Ecolab Inc.	1k	Elect Director Victoria J. Reich	No	For	For	For	For
Ecolab Inc.	1l	Elect Director Suzanne M. Vautrinot	No	For	For	For	For
Ecolab Inc.	1m	Elect Director John J. Zillmer	No	For	For	For	For
Ecolab Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Ecolab Inc.	3	Approve Omnibus Stock Plan	No	For	For	For	For
Ecolab Inc.	4	Amend Nonqualified Employee Stock Purchase Plan	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Ecolab Inc.	5	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	Against
Ecolab Inc.	6	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Ecolab Inc.	7	Require Independent Board Chair	No	Against	For	For	Against
Enel SpA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Enel SpA	2	Approve Allocation of Income	No	For	For	For	Against
Enel SpA	3	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For	For	For
Enel SpA	4	Fix Number of Directors	No	For	For	For	For
Enel SpA	5	Fix Board Terms for Directors	No	For	For	For	For
Enel SpA	6.1	Slate 1 Submitted by Ministry of Economy and Finance	No	None	Against	Against	For
Enel SpA	6.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	For	For	Against
Enel SpA	6.3	Slate 3 Submitted by Covalis Capital LLP and Covalis (Gibraltar) Ltd.	No	None	Against	Against	For
Enel SpA	7.1	Elect Paolo Scaroni as Board Chair	No	None	For	For	For
Enel SpA	7.2	Elect Marco Mazzucchelli as Board Chair	No	None	Against	Against	For
Enel SpA	8	Approve Remuneration of Directors	No	For	For	For	For
Enel SpA	9	Approve Long Term Incentive Plan 2023	No	For	For	For	For
Enel SpA	10.1	Approve Remuneration Policy	No	For	For	For	For
Enel SpA	10.2	Approve Second Section of the Remuneration Report	No	For	For	For	For
Enel SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	No	None	Against	Against	For
Enphase Energy, Inc.	1.1	Elect Director Jamie Haenggi	No	For	For	For	For
Enphase Energy, Inc.	1.2	Elect Director Benjamin Kortlang	No	For	For	For	For
Enphase Energy, Inc.	1.3	Elect Director Richard Mora	No	For	For	For	For
Enphase Energy, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Enphase Energy, Inc.	3	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Essential Utilities, Inc.	1.1	Elect Director Elizabeth B. Amato	No	For	For	For	For
Essential Utilities, Inc.	1.2	Elect Director David A. Ciesinski	No	For	For	For	For
Essential Utilities, Inc.	1.3	Elect Director Christopher H. Franklin	No	For	For	For	One Year
Essential Utilities, Inc.	1.4	Elect Director Daniel J. Hilferty	No	For	For	For	Withhold
Essential Utilities, Inc.	1.5	Elect Director Edwina Kelly	No	For	For	For	Withhold
Essential Utilities, Inc.	1.6	Elect Director W. Bryan Lewis	No	For	For	For	Withhold
Essential Utilities, Inc.	1.7	Elect Director Ellen T. Ruff	No	For	For	For	For
Essential Utilities, Inc.	1.8	Elect Director Lee C. Stewart	No	For	For	For	For
Essential Utilities, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Essential Utilities, Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Essential Utilities, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Evoqua Water Technologies Corp.	1.1	Elect Director Ron C. Keating	No	For	Withhold	Withhold	For
Evoqua Water Technologies Corp.	1.2	Elect Director Martin J. Lamb	No	For	Withhold	Withhold	For
Evoqua Water Technologies Corp.	1.3	Elect Director Peter M. Wilver	No	For	Withhold	Withhold	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Evoqua Water Technologies Corp.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Evoqua Water Technologies Corp.	3	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Evoqua Water Technologies Corp.	1	Approve Merger Agreement	No	For	For	For	For
Evoqua Water Technologies Corp.	2	Advisory Vote on Golden Parachutes	No	For	For	For	For
Evoqua Water Technologies Corp.	3	Adjourn Meeting	No	For	For	For	For
FMC Corporation	1a	Elect Director Pierre Brondeau	No	For	For	For	For
FMC Corporation	1b	Elect Director Eduardo E. Cordeiro	No	For	For	For	For
FMC Corporation	1c	Elect Director Carol Anthony ("John") Davidson	No	For	For	For	For
FMC Corporation	1d	Elect Director Mark Douglas	No	For	For	For	For
FMC Corporation	1e	Elect Director Kathy L. Fortmann	No	For	For	For	For
FMC Corporation	1f	Elect Director C. Scott Greer	No	For	For	For	One Year
FMC Corporation	1g	Elect Director K'Lynne Johnson	No	For	For	For	For
FMC Corporation	1h	Elect Director Dirk A. Kempthorne	No	For	For	For	For
FMC Corporation	1i	Elect Director Margareth Ovrum	No	For	For	For	For
FMC Corporation	1j	Elect Director Robert C. Pallash	No	For	For	For	For
FMC Corporation	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
FMC Corporation	3	Approve Omnibus Stock Plan	No	For	For	For	For
FMC Corporation	4	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
FMC Corporation	5	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
First Solar, Inc.	1.1	Elect Director Michael J. Ahearn	No	For	For	For	For
First Solar, Inc.	1.2	Elect Director Richard D. Chapman	No	For	For	For	For
First Solar, Inc.	1.3	Elect Director Anita Marangoly George	No	For	For	For	For
First Solar, Inc.	1.4	Elect Director George A. ("Chip") Hambro	No	For	For	For	For
First Solar, Inc.	1.5	Elect Director Molly E. Joseph	No	For	For	For	For
First Solar, Inc.	1.6	Elect Director Craig Kennedy	No	For	For	For	For
First Solar, Inc.	1.7	Elect Director Lisa A. Kro	No	For	For	For	One Year
First Solar, Inc.	1.8	Elect Director William J. Post	No	For	For	For	For
First Solar, Inc.	1.9	Elect Director Paul H. Stebbins	No	For	For	For	Withhold
First Solar, Inc.	1.1	Elect Director Michael T. Sweeney	No	For	For	For	Withhold
First Solar, Inc.	1.11	Elect Director Mark R. Widmar	No	For	For	For	Withhold
First Solar, Inc.	1.12	Elect Director Norman L. Wright	No	For	For	For	For
First Solar, Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
First Solar, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	Withhold
First Solar, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	Withhold
Fluence Energy, Inc.	1.1	Elect Director Cynthia Arnold	No	For	For	For	Withhold
Fluence Energy, Inc.	1.2	Elect Director Herman Bulls	No	For	Withhold	Withhold	Withhold
Fluence Energy, Inc.	1.3	Elect Director Emma Falck	No	For	Withhold	Withhold	Withhold
Fluence Energy, Inc.	1.4	Elect Director Ricardo Falu	No	For	Withhold	Withhold	Withhold
Fluence Energy, Inc.	1.5	Elect Director Elizabeth Fessenden	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Fluence Energy, Inc.	1.6	Elect Director Harald von Heynitz	No	For	For	For	For
Fluence Energy, Inc.	1.7	Elect Director Barbara Humpton	No	For	Withhold	Withhold	Withhold
Fluence Energy, Inc.	1.8	Elect Director Axel Meier	No	For	Withhold	Withhold	Withhold
Fluence Energy, Inc.	1.9	Elect Director Tish Mendoza	No	For	Withhold	Withhold	For
Fluence Energy, Inc.	1.1	Elect Director Julian Nebreda	No	For	Withhold	Withhold	For
Fluence Energy, Inc.	1.11	Elect Director John Christopher Shelton	No	For	Withhold	Withhold	For
Fluence Energy, Inc.	1.12	Elect Director Simon James Smith	No	For	Withhold	Withhold	For
Fluence Energy, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Gladstone Land Corporation	1.1	Elect Director David Gladstone	No	For	For	For	For
Gladstone Land Corporation	1.2	Elect Director Paul W. Adelgren	No	For	Withhold	Withhold	For
Gladstone Land Corporation	1.3	Elect Director John H. Outland	No	For	Withhold	Withhold	For
Gladstone Land Corporation	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Greencoat Renewables PLC	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Greencoat Renewables PLC	2a	Re-elect Ronan Murphy as Director	No	For	For	For	For
Greencoat Renewables PLC	2b	Re-elect Emer Gilvarry as Director	No	For	For	For	For
Greencoat Renewables PLC	2c	Re-elect Kevin McNamara as Director	No	For	For	For	For
Greencoat Renewables PLC	2d	Re-elect Marco Graziano as Director	No	For	Against	Against	For
Greencoat Renewables PLC	2e	Elect Eva Lindqvist as Director	No	For	For	For	For
Greencoat Renewables PLC	3	Ratify BDO as Auditors	No	For	For	For	For
Greencoat Renewables PLC	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Greencoat Renewables PLC	5	Authorise Issue of Equity	No	For	For	For	For
Greencoat Renewables PLC	6	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Greencoat Renewables PLC	7	Authority)	No	For	For	For	For
Greencoat Renewables PLC	8	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Greencoat Renewables PLC	9	Determine the Price Range at which Treasury Shares may be Re-issued Off-Market	No	For	For	For	For
Greencoat Renewables PLC	10	Approve Reduction of the Share Premium Account	No	For	For	For	Against
Guangdong Investment Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Guangdong Investment Limited	2	Approve Final Dividend	No	For	For	For	For
Guangdong Investment Limited	3.1	Elect Hou Wailin as Director	No	For	For	For	For
Guangdong Investment Limited	3.2	Elect Liang Yuanjuan as Director	No	For	For	For	For
Guangdong Investment Limited	3.3	Elect Fung Daniel Richard as Director	No	For	For	For	For
Guangdong Investment Limited	3.4	Elect Cheng Mo Chi, Moses as Director	No	For	For	For	For
Guangdong Investment Limited	3.5	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
Guangdong Investment Limited	4	Remuneration	No	For	For	For	For
Guangdong Investment Limited	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	For
Guangdong Investment Limited	6	Authorize Repurchase of Issued Share Capital	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.1	Elect Director Jeffrey W. Eckel	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.2	Elect Director Lizabeth A. Ardisana	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.3	Elect Director Clarence D. Armbrister	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.4	Elect Director Teresa M. Brenner	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.5	Elect Director Michael T. Eckhart	No	For	For	For	One Year
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.6	Elect Director Nancy C. Floyd	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.7	Elect Director Jeffrey A. Lipson	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.8	Elect Director Charles M. O'Neil	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.9	Elect Director Richard J. Osborne	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.1	Elect Director Steven G. Osgood	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	1.11	Elect Director Kimberly A. Reed	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Hannon Armstrong Sustainable Infrastructure Capital, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Iberdrola SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For	For	For
Iberdrola SA	2	Approve Consolidated and Standalone Management Reports	No	For	For	For	For
Iberdrola SA	3	Approve Non-Financial Information Statement	No	For	For	For	For
Iberdrola SA	4	Approve Discharge of Board	No	For	For	For	For
Iberdrola SA	5	Amend Preamble and Heading of the Preliminary Title of the Bylaws	No	For	For	For	For
Iberdrola SA	6	Amend Articles Re: Corporate Structure of the Iberdrola Group	No	For	For	For	For
Iberdrola SA	7	Amend Article 8 Re: Internal Regulations and Compliance System	No	For	For	For	For
Iberdrola SA	8	Approve Engagement Dividend	No	For	For	For	For
Iberdrola SA	9	Approve Allocation of Income and Dividends	No	For	For	For	For
Iberdrola SA	10	Approve Scrip Dividends	No	For	For	For	For
Iberdrola SA	11	Approve Scrip Dividends	No	For	For	For	For
Iberdrola SA	12	Shares	No	For	For	For	For
Iberdrola SA	13	Advisory Vote on Remuneration Report	No	For	For	For	For
Iberdrola SA	14	Approve Restricted Stock Plan	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Iberdrola SA	15	Reelect Maria Helena Antolin Raybaud as Director	No	For	For	For	For
Iberdrola SA	16	Director	No	For	For	For	For
Iberdrola SA	17	Reelect Manuel Moreu Munaiz as Director	No	For	For	For	For
Iberdrola SA	18	Reelect Sara de la Rica Goiricelaya as Director	No	For	For	For	One Year
Iberdrola SA	19	Reelect Xabier Sagredo Ormaza as Director	No	For	For	For	For
Iberdrola SA	20	Reelect Jose Ignacio Sanchez Galan as Director	No	For	For	For	For
Iberdrola SA	21	Fix Number of Directors at 14	No	For	For	For	For
Iberdrola SA	22	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Itron, Inc.	1a	Elect Director Mary C. Hemmingsen	No	For	For	For	For
Itron, Inc.	1b	Elect Director Jerome J. Lande	No	For	For	For	For
Itron, Inc.	1c	Elect Director Frank M. Jaehnert	No	For	For	For	For
Itron, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Itron, Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Itron, Inc.	4	Amend Qualified Employee Stock Purchase Plan	No	For	For	For	For
Itron, Inc.	5	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Johnson Controls International Plc	1a	Elect Director Jean Blackwell	No	For	For	For	For
Johnson Controls International Plc	1b	Elect Director Pierre Cohade	No	For	For	For	For
Johnson Controls International Plc	1c	Elect Director Michael E. Daniels	No	For	For	For	For
Johnson Controls International Plc	1d	Elect Director W. Roy Dunbar	No	For	For	For	For
Johnson Controls International Plc	1e	Elect Director Gretchen R. Haggerty	No	For	For	For	For
Johnson Controls International Plc	1f	Elect Director Ayesha Khanna	No	For	For	For	For
Johnson Controls International Plc	1g	Elect Director Simone Menne	No	For	For	For	For
Johnson Controls International Plc	1h	Elect Director George R. Oliver	No	For	For	For	One Year
Johnson Controls International Plc	1i	Elect Director Jorgen Tinggren	No	For	For	For	For
Johnson Controls International Plc	1j	Elect Director Mark Vergnano	No	For	For	For	For
Johnson Controls International Plc	1k	Elect Director John D. Young	No	For	For	For	For
Johnson Controls International Plc	2a	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Johnson Controls International Plc	2b	Authorize Board to Fix Remuneration of Auditors	No	For	For	For	For
Johnson Controls International Plc	3	Authorize Market Purchases of Company Shares	No	For	For	For	For
Johnson Controls International Plc	4	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For	For
Johnson Controls International Plc	5	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Johnson Controls International Plc	6	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	Against
Johnson Controls International Plc	7	Approve the Directors' Authority to Allot Shares	No	For	For	For	For
Johnson Controls International Plc	8	Approve the Disapplication of Statutory Pre-Emption Rights	No	For	For	For	For
K+S AG	2	Approve Allocation of Income and Dividends of EUR 1.00 per Share	No	For	For	For	For
K+S AG	3	Approve Discharge of Management Board for Fiscal Year 2022	No	For	For	For	For
K+S AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2022	No	For	For	For	For
K+S AG	5	2023	No	For	For	For	Against
K+S AG	6.1	Elect Elke Eller to the Supervisory Board	No	For	Against	Against	Against

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
K+S AG	6.2	Elect Christiane Hoelz to the Supervisory Board	No	For	For	For	For
K+S AG	6.3	Elect Christine Wolff to the Supervisory Board	No	For	For	For	For
K+S AG	7	Approve Remuneration Report	No	For	Against	Against	For
K+S AG	8	Approve Remuneration Policy for the Management Board	No	For	For	For	For
K+S AG	9	Approve Remuneration Policy for the Supervisory Board	No	For	For	For	For
K+S AG	10	Amend Articles Re: Supervisory Board Chair	No	For	For	For	For
K+S AG	11	Approve Virtual-Only Shareholder Meetings Until 2025	No	For	For	For	For
K+S AG	12	the Annual General Meeting by Means of Audio and Video Transmission	No	For	For	For	For
K+S AG	13	Approve EUR 38.3 Million Reduction in Share Capital via Cancellation of Repurchased Shares	No	Against	Against	Against	For
K+S AG	14	Voting Instructions for Motions or Nominations by Shareholders that are not Made Accessible Before the AGM and that are Made or Amended in the Course of the AGM	No	None	Against	Against	For
Kerry Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Kerry Group Plc	2	Approve Final Dividend	No	For	For	For	For
Kerry Group Plc	3a	Elect Patrick Rohan as Director	No	For	For	For	For
Kerry Group Plc	4a	Re-elect Gerry Behan as Director	No	For	For	For	For
Kerry Group Plc	4b	Re-elect Hugh Brady as Director	No	For	For	For	For
Kerry Group Plc	4c	Re-elect Fiona Dawson as Director	No	For	For	For	For
Kerry Group Plc	4d	Re-elect Karin Dorrepaal as Director	No	For	For	For	For
Kerry Group Plc	4e	Re-elect Emer Gilvarry as Director	No	For	For	For	For
Kerry Group Plc	4f	Re-elect Michael Kerr as Director	No	For	For	For	For
Kerry Group Plc	4g	Re-elect Marguerite Larkin as Director	No	For	For	For	For
Kerry Group Plc	4h	Re-elect Tom Moran as Director	No	For	For	For	For
Kerry Group Plc	4i	Re-elect Christopher Rogers as Director	No	For	For	For	For
Kerry Group Plc	4j	Re-elect Edmond Scanlon as Director	No	For	For	For	For
Kerry Group Plc	4k	Re-elect Jinlong Wang as Director	No	For	For	For	For
Kerry Group Plc	5	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Kerry Group Plc	6	Notice	No	For	For	For	For
Kerry Group Plc	7	Approve Remuneration Report	No	For	For	For	For
Kerry Group Plc	8	Authorise Issue of Equity	No	For	For	For	For
Kerry Group Plc	9	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Kerry Group Plc	10	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Specified Capital Investment	No	For	For	For	For
Kerry Group Plc	11	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Kerry Group Plc	12	Approve Employee Share Plan	No	For	For	For	For
Kingspan Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Kingspan Group Plc	2	Approve Final Dividend	No	For	For	For	For
Kingspan Group Plc	3a	Re-elect Jost Massenberg as Director	No	For	Against	Against	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Kingspan Group Plc	3b	Re-elect Gene Murtagh as Director	No	For	For	For	For
Kingspan Group Plc	3c	Re-elect Geoff Doherty as Director	No	For	For	For	For
Kingspan Group Plc	3d	Re-elect Russell Shiels as Director	No	For	For	For	For
Kingspan Group Plc	3e	Re-elect Gilbert McCarthy as Director	No	For	For	For	For
Kingspan Group Plc	3f	Re-elect Linda Hickey as Director	No	For	For	For	For
Kingspan Group Plc	3g	Re-elect Anne Heraty as Director	No	For	For	For	For
Kingspan Group Plc	3h	Re-elect Eimear Moloney as Director	No	For	For	For	For
Kingspan Group Plc	3i	Re-elect Paul Murtagh as Director	No	For	For	For	For
Kingspan Group Plc	3j	Elect Senan Murphy as Director	No	For	For	For	For
Kingspan Group Plc	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
Kingspan Group Plc	5	Approve Remuneration Report	No	For	For	For	For
Kingspan Group Plc	6	Approve Increase in the Maximum Aggregate Fees Payable to Non-Executive Directors	No	For	For	For	For
Kingspan Group Plc	7	Authorise Issue of Equity	No	For	For	For	For
Kingspan Group Plc	8	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Kingspan Group Plc	9	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Kingspan Group Plc	10	Authorise Market Purchase of Shares	No	For	For	For	For
Kingspan Group Plc	11	Authorise Reissuance of Treasury Shares	No	For	For	For	For
Kingspan Group Plc	12	Notice	No	For	For	For	For
Koninklijke DSM NV	3	Triangular Merger and Authorize Managing Board to Repurchase the DSM Preference Shares A and Conditional Cancellation of the DSM Preference Shares A	No	For	For	For	For
Koninklijke DSM NV	4	Approve Discharge of Management Board	No	For	For	For	For
Koninklijke DSM NV	5	Approve Discharge of Supervisory Board	No	For	For	For	For
Kubota Corp.	1.1	Elect Director Kitao, Yuichi	No	For	For	For	For
Kubota Corp.	1.2	Elect Director Yoshikawa, Masato	No	For	For	For	For
Kubota Corp.	1.3	Elect Director Watanabe, Dai	No	For	For	For	For
Kubota Corp.	1.4	Elect Director Kimura, Hiroto	No	For	For	For	For
Kubota Corp.	1.5	Elect Director Yoshioka, Eiji	No	For	For	For	For
Kubota Corp.	1.6	Elect Director Hanada, Shingo	No	For	For	For	For
Kubota Corp.	1.7	Elect Director Matsuda, Yuzuru	No	For	For	For	For
Kubota Corp.	1.8	Elect Director Ina, Koichi	No	For	For	For	For
Kubota Corp.	1.9	Elect Director Shintaku, Yutaro	No	For	For	For	For
Kubota Corp.	1.1	Elect Director Arakane, Kumi	No	For	For	For	For
Kubota Corp.	1.11	Elect Director Kawana, Koichi	No	For	For	For	For
Kubota Corp.	2	Appoint Alternate Statutory Auditor Iwamoto, Hogara	No	For	For	For	For
Kurita Water Industries Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 39	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Kurita Water Industries Ltd.	2	Amend Articles to Abolish Board Structure with Statutory Auditors - Adopt Board Structure with Three Committees - Clarify Director Authority on Shareholder Meetings - Amend Provisions on Director Titles - Indemnify Directors	No	For	For	For	For
Kurita Water Industries Ltd.	3.1	Elect Director Kadota, Michiya	No	For	For	For	For
Kurita Water Industries Ltd.	3.2	Elect Director Ejiri, Hirohiko	No	For	For	For	For
Kurita Water Industries Ltd.	3.3	Elect Director Shiode, Shuji	No	For	For	For	For
Kurita Water Industries Ltd.	3.4	Elect Director Muto, Yukihiko	No	For	For	For	For
Kurita Water Industries Ltd.	3.5	Elect Director Kobayashi, Kenjiro	No	For	For	For	For
Kurita Water Industries Ltd.	3.6	Elect Director Tanaka, Keiko	No	For	For	For	For
Kurita Water Industries Ltd.	3.7	Elect Director Miyazaki, Masahiro	No	For	For	For	For
Kurita Water Industries Ltd.	3.8	Elect Director Takayama, Yoshiko	No	For	For	For	For
Livent Corporation	1a	Elect Director Paul W. Graves	No	For	For	For	For
Livent Corporation	1b	Elect Director Andrea E. Utecht	No	For	For	For	For
Livent Corporation	1c	Elect Director Christina Lampe-Onnerud	No	For	For	For	For
Livent Corporation	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
Livent Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Livent Corporation	4	Declassify the Board of Directors	No	For	For	For	For
Livent Corporation	5	Eliminate Supermajority Vote Requirement	No	For	For	For	For
NORMA Group SE	2	Approve Allocation of Income and Dividends of EUR 0.55 per Share	No	For	For	For	For
NORMA Group SE	3.1	Approve Discharge of Management Board Member Michael Schneider for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	3.2	Approve Discharge of Management Board Member Friedrich Klein for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	3.3	Approve Discharge of Management Board Member Annette Stieve for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	4.1	Approve Discharge of Supervisory Board Member Guenter Hauptmann for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	4.2	Approve Discharge of Supervisory Board Member Erika Schulte for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	4.3	Approve Discharge of Supervisory Board Member Rita Forst for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	4.4	Approve Discharge of Supervisory Board Member Miguel Borrego for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	4.5	Approve Discharge of Supervisory Board Member Knut Michelberger for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	4.6	Approve Discharge of Supervisory Board Member Mark Wilhelms for Fiscal Year 2022	No	For	For	For	For
NORMA Group SE	5	Ratify KPMG AG as Auditors for Fiscal Year 2023	No	For	For	For	For
NORMA Group SE	6.1	Elect Markus Distelhoff to the Supervisory Board	No	For	For	For	For
NORMA Group SE	6.2	Elect Rita Forst to the Supervisory Board	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
NORMA Group SE	6.3	Elect Denise Koopmans to the Supervisory Board	No	For	For	For	For
NORMA Group SE	6.4	Elect Erika Schulte to the Supervisory Board	No	For	For	For	For
NORMA Group SE	7	Approve Remuneration Report	No	For	For	For	For
NORMA Group SE	8.1	Approve Virtual-Only Shareholder Meetings Until 2025	No	For	For	For	For
NORMA Group SE	8.2	the Virtual Annual General Meeting by Means of Audio and Video Transmission	No	For	For	For	For
NXP Semiconductors N.V.	1	Adopt Financial Statements and Statutory Reports	No	For	For	For	For
NXP Semiconductors N.V.	2	Approve Discharge of Board Members	No	For	For	For	For
NXP Semiconductors N.V.	3a	Reelect Kurt Sievers as Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3b	Reelect Annette Clayton as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3c	Reelect Anthony Foxx as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3d	Reelect Chunyuan Gu as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3e	Reelect Lena Olving as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3f	Reelect Julie Southern as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3g	Reelect Jasmin Staiblin as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3h	Reelect Gregory Summe as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3i	Reelect Karl-Henrik Sundstrom as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	3j	Reelect Moshe Gavrielov as Non-Executive Director	No	For	For	For	For
NXP Semiconductors N.V.	4	Capital	No	For	For	For	For
NXP Semiconductors N.V.	5	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For	For	For
NXP Semiconductors N.V.	6	Authorize Share Repurchase Program	No	For	For	For	For
NXP Semiconductors N.V.	7	Approve Cancellation of Ordinary Shares	No	For	For	For	For
NXP Semiconductors N.V.	8	Ratify Ernst & Young Accountants LLP as Auditors	No	For	For	For	For
NXP Semiconductors N.V.	9	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
NextEra Energy, Inc.	1a	Elect Director Nicole S. Arnaboldi	No	For	For	For	For
NextEra Energy, Inc.	1b	Elect Director Sherry S. Barrat	No	For	For	For	For
NextEra Energy, Inc.	1c	Elect Director James L. Camaren	No	For	For	For	For
NextEra Energy, Inc.	1d	Elect Director Kenneth B. Dunn	No	For	For	For	One Year
NextEra Energy, Inc.	1e	Elect Director Naren K. Gursahaney	No	For	For	For	For
NextEra Energy, Inc.	1f	Elect Director Kirk S. Hachigian	No	For	For	For	For
NextEra Energy, Inc.	1g	Elect Director John W. Ketchum	No	For	For	For	For
NextEra Energy, Inc.	1h	Elect Director Amy B. Lane	No	For	For	For	For
NextEra Energy, Inc.	1i	Elect Director David L. Porges	No	For	For	For	For
NextEra Energy, Inc.	1j	Elect Director Deborah "Dev" Stahlkopf	No	For	For	For	For
NextEra Energy, Inc.	1k	Elect Director John A. Stall	No	For	For	For	For
NextEra Energy, Inc.	1l	Elect Director Darryl L. Wilson	No	For	For	For	For
NextEra Energy, Inc.	2	Ratify Deloitte & Touche as Auditors	No	For	For	For	For
NextEra Energy, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
NextEra Energy, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
NextEra Energy, Inc.	5	Disclose Board Skills and Diversity Matrix	No	Against	For	For	For
Northland Power Inc.	1	Elect Director John W. Brace	No	For	For	For	For
Northland Power Inc.	2	Elect Director Linda L. Bertoldi	No	For	For	For	For
Northland Power Inc.	3	Elect Director Lisa Colnett	No	For	For	For	For
Northland Power Inc.	4	Elect Director Kevin Glass	No	For	For	For	For
Northland Power Inc.	5	Elect Director Russell Goodman	No	For	For	For	For
Northland Power Inc.	6	Elect Director Keith Halbert	No	For	For	For	For
Northland Power Inc.	7	Elect Director Helen Mallovy Hicks	No	For	For	For	For
Northland Power Inc.	8	Elect Director Ian Pearce	No	For	For	For	For
Northland Power Inc.	9	Elect Director Eckhardt Ruemmler	No	For	For	For	For
Northland Power Inc.	10	Approve Ernst & Young LLP Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Northland Power Inc.	11	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Nutrien Ltd.	1.1	Elect Director Christopher M. Burley	No	For	For	For	For
Nutrien Ltd.	1.2	Elect Director Maura J. Clark	No	For	For	For	For
Nutrien Ltd.	1.3	Elect Director Russell K. Girling	No	For	For	For	For
Nutrien Ltd.	1.4	Elect Director Michael J. Hennigan	No	For	For	For	For
Nutrien Ltd.	1.5	Elect Director Miranda C. Hubbs	No	For	For	For	For
Nutrien Ltd.	1.6	Elect Director Raj S. Kushwaha	No	For	For	For	For
Nutrien Ltd.	1.7	Elect Director Alice D. Laberge	No	For	For	For	For
Nutrien Ltd.	1.8	Elect Director Consuelo E. Madere	No	For	For	For	For
Nutrien Ltd.	1.9	Elect Director Keith G. Martell	No	For	For	For	For
Nutrien Ltd.	1.1	Elect Director Aaron W. Regent	No	For	For	For	For
Nutrien Ltd.	1.11	Elect Director Ken A. Seitz	No	For	For	For	For
Nutrien Ltd.	1.12	Elect Director Nelson L. C. Silva	No	For	For	For	For
Nutrien Ltd.	2	Ratify KPMG LLP as Auditors	No	For	For	For	For
Nutrien Ltd.	3	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.1	Accept CEO's Report and Board's Report on Operations and Results	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.2	Accept Individual and Consolidated Financial Statements	No	For	For	For	For
Orbia Advance Corporation SAB de CV	1.3	Accept Report on Compliance of Fiscal Obligations	No	For	For	For	For
Orbia Advance Corporation SAB de CV	2.1	Accept Report of Audit Committee	No	For	For	For	Against
Orbia Advance Corporation SAB de CV	2.2	Accept Report of Corporate Governance, Responsibility and Compensation Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	2.3	Accept Report of Finance Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3.1	Approve Allocation of Individual and Consolidated Net Profit in the Amount of USD 567 Million and USD 665 Million Respectively	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3.2	Approve Allocation of Individual and/or Consolidated Profits Referred to in Previous Item 3.1 to Accumulated Results Account	No	For	For	For	For
Orbia Advance Corporation SAB de CV	3.3	Approve Ordinary Cash Dividends of USD 240 Million	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.1	Chairman	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orbia Advance Corporation SAB de CV	4.2a	Elect or Ratify Juan Pablo Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2b	Elect or Ratify Antonio Del Valle Perochena as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2c	Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2d	Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2e	Elect or Ratify Guillermo Ortiz Martinez as Board Member	No	For	Against	Against	For
Orbia Advance Corporation SAB de CV	4.2f	Elect or Ratify Divo Milan Haddad as Board Member	No	For	For	For	Against
Orbia Advance Corporation SAB de CV	4.2g	Elect or Ratify Alma Rosa Moreno Razo as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2h	Member	No	For	For	For	Against
Orbia Advance Corporation SAB de CV	4.2i	Elect or Ratify Jack Goldstein Ring as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2j	Elect or Ratify Edward Mark Rajkowski as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.2k	Elect or Ratify Mihir Arvind Desai as Board Member	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.3a	Elect or Ratify Juan Pablo Del Valle Perochena as Chairman of Board of Directors	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.3b	Elect or Ratify Juan Pablo Del Rio Benitez as Secretary (Non-Member) of Board	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.3c	Elect or Ratify Sheldon Vincent Hirt as Alternate Secretary (Non-Member) of Board	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.4a	Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	4.4b	Elect or Ratify Maria Teresa Altagracia Arnal Machado as Chairman of Corporate Practices, Responsibility and Compensation Committee	No	For	For	For	For
Orbia Advance Corporation SAB de CV	5	Approve Remuneration of Members of Board and Key Committees	No	For	Against	Against	For
Orbia Advance Corporation SAB de CV	6.1	Approve Cancellation of Balance of Amount Approved to be Used for Acquisition of Company's Shares	No	For	For	For	For
Orbia Advance Corporation SAB de CV	6.2	Set Aggregate Nominal Amount of Share Repurchase Reserve	No	For	Against	Against	For
Orbia Advance Corporation SAB de CV	7	Accept Report on Adoption or Modification of Policies in Share Repurchases of Company	No	For	For	For	For
Orbia Advance Corporation SAB de CV	8	Authorize Cancellation of Repurchased Shares	No	For	For	For	For
Orbia Advance Corporation SAB de CV	9	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For	For	For
Ormat Technologies, Inc.	1A	Elect Director Isaac Angel	No	For	For	For	One Year
Ormat Technologies, Inc.	1B	Elect Director Karin Corfee	No	For	For	For	For
Ormat Technologies, Inc.	1C	Elect Director David Granot	No	For	For	For	For
Ormat Technologies, Inc.	1D	Elect Director Michal Marom	No	For	For	For	For
Ormat Technologies, Inc.	1E	Elect Director Mike Nikkel	No	For	For	For	For
Ormat Technologies, Inc.	1F	Elect Director Dafna Sharir	No	For	For	For	For
Ormat Technologies, Inc.	1G	Elect Director Stanley B. Stern	No	For	For	For	For
Ormat Technologies, Inc.	1H	Elect Director Hidetake Takahashi	No	For	For	For	For
Ormat Technologies, Inc.	1I	Elect Director Byron G. Wong	No	For	For	For	For
Ormat Technologies, Inc.	2	Ratify Kesselman & Kesselman as Auditors	No	For	For	For	For
Ormat Technologies, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Ormat Technologies, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Orsted A/S	2	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Orsted A/S	3	Approve Remuneration Report (Advisory Vote)	No	For	For	For	For
Orsted A/S	4	Approve Discharge of Management and Board	No	For	For	For	For
Orsted A/S	5	Approve Allocation of Income and Dividends of DKK 13.5 Per Share	No	For	For	For	For
Orsted A/S	6.1	Fix Number of Directors at Eight	No	For	For	For	For
Orsted A/S	6.2	Reelect Thomas Thune Andersen (Chair) as Director	No	For	Abstain	Abstain	For
Orsted A/S	6.3	Reelect Lene Skole (Vice Chair) as Director	No	For	For	For	For
Orsted A/S	6.4a	Reelect Jorgen Kildah as Director	No	For	For	For	For
Orsted A/S	6.4b	Reelect Peter Korsholm as Director	No	For	For	For	For
Orsted A/S	6.4c	Reelect Dieter Wimmer as Director	No	For	For	For	For
Orsted A/S	6.4d	Reelect Julia King as Director	No	For	For	For	For
Orsted A/S	6.4e	Elect Annica Bresky as New Director	No	For	For	For	For
Orsted A/S	6.4f	Elect Andrew Brown as New Director	No	For	For	For	For
Orsted A/S	7	Approve Remuneration of Directors in the Amount of DKK 1.2 Million for Chairman, DKK 800,000 for Deputy Chairman and DKK 400,000 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For	For
Orsted A/S	8	Ratify PricewaterhouseCoopers as Auditor	No	For	For	For	One Year
Orsted A/S	9	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For	For
Pentair plc	1a	Elect Director Mona Abutaleb Stephenson	No	For	For	For	For
Pentair plc	1b	Elect Director Melissa Barra	No	For	For	For	For
Pentair plc	1c	Elect Director T. Michael Glenn	No	For	For	For	For
Pentair plc	1d	Elect Director Theodore L. Harris	No	For	For	For	For
Pentair plc	1e	Elect Director David A. Jones	No	For	For	For	For
Pentair plc	1f	Elect Director Gregory E. Knight	No	For	For	For	For
Pentair plc	1g	Elect Director Michael T. Speetzen	No	For	For	For	For
Pentair plc	1h	Elect Director John L. Stauch	No	For	For	For	For
Pentair plc	1i	Elect Director Billie I. Williamson	No	For	For	For	For
Pentair plc	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Pentair plc	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Pentair plc	4	Ratify Deloitte & Touche LLP as Auditors and Authorise Their Remuneration	No	For	For	For	For
Pentair plc	5	Renew the Board's Authority to Issue Shares Under Irish Law	No	For	For	For	For
Pentair plc	6	Renew the Board's Authority to Opt-Out of Statutory Preemption Rights Under Irish Law	No	For	For	For	For
Pentair plc	7	Determine Price Range for Reissuance of Treasury Shares	No	For	For	For	One Year
Quanta Services, Inc.	1.1	Elect Director Earl C. (Duke) Austin, Jr.	No	For	For	For	For
Quanta Services, Inc.	1.2	Elect Director Doyle N. Beneby	No	For	For	For	For
Quanta Services, Inc.	1.3	Elect Director Vincent D. Poster	No	For	For	For	For
Quanta Services, Inc.	1.4	Elect Director Bernard Fried	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Quanta Services, Inc.	1.5	Elect Director Worthing F. Jackman	No	For	For	For	For
Quanta Services, Inc.	1.6	Elect Director Holli C. Ladhani	No	For	For	For	For
Quanta Services, Inc.	1.7	Elect Director David M. McClanahan	No	For	For	For	For
Quanta Services, Inc.	1.8	Elect Director R. Scott Rowe	No	For	For	For	For
Quanta Services, Inc.	1.9	Elect Director Margaret B. Shannon	No	For	For	For	For
Quanta Services, Inc.	1.1	Elect Director Martha B. Wyrsh	No	For	For	For	For
Quanta Services, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Quanta Services, Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Quanta Services, Inc.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
RWE AG	2	Approve Allocation of Income and Dividends of EUR 0.90 per Share	No	For	For	For	For
RWE AG	3.1	Approve Discharge of Management Board Member Markus Krebber for Fiscal Year 2022	No	For	For	For	For
RWE AG	3.2	Approve Discharge of Management Board Member Michael Mueller for Fiscal Year 2022	No	For	For	For	For
RWE AG	3.3	Approve Discharge of Management Board Member Zvezdana Seeger for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.1	Approve Discharge of Supervisory Board Member Werner Brandt for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.2	Approve Discharge of Supervisory Board Member Ralf Sikorski for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.3	Approve Discharge of Supervisory Board Member Michael Bochinsky for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.4	Approve Discharge of Supervisory Board Member Sandra Bossemeyer for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.5	Approve Discharge of Supervisory Board Member Hans Buenting for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.6	Approve Discharge of Supervisory Board Member Matthias Duerbaum for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.7	Approve Discharge of Supervisory Board Member Ute Gerbaulet for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.8	Approve Discharge of Supervisory Board Member Hans-Peter Keitel for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.9	Approve Discharge of Supervisory Board Member Monika Kircher for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.1	Approve Discharge of Supervisory Board Member Thomas Kufen for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.11	Approve Discharge of Supervisory Board Member Reiner van Limbeck for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.12	Approve Discharge of Supervisory Board Member Harald Louis for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.13	Approve Discharge of Supervisory Board Member Dagmar Paasch for Fiscal Year 2022	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
RWE AG	4.14	Approve Discharge of Supervisory Board Member Erhard Schipporeit for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.15	Approve Discharge of Supervisory Board Member Dirk Schumacher for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.16	Approve Discharge of Supervisory Board Member Ullrich Sierau for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.17	Approve Discharge of Supervisory Board Member Hauke Stars for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.18	Approve Discharge of Supervisory Board Member Helle Valentin for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.19	Approve Discharge of Supervisory Board Member Andreas Wagner for Fiscal Year 2022	No	For	For	For	For
RWE AG	4.2	Approve Discharge of Supervisory Board Member Marion Weckes for Fiscal Year 2022	No	For	For	For	For
RWE AG	5	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2023	No	For	For	For	For
RWE AG	6	Ratify Deloitte GmbH as Auditors for the Review of Interim Financial Statements for the First Quarter of Fiscal Year 2024	No	For	For	For	For
RWE AG	7	Approve Remuneration Report	No	For	For	For	For
RWE AG	8	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	No	For	For	For	For
RWE AG	9	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 5.5 Billion; Approve Creation of EUR 190.4 Million Pool of Capital to Guarantee Conversion Rights	No	For	For	For	For
RWE AG	10	Approve Creation of EUR 380.8 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	No	For	For	For	One Year
RWE AG	11	Approve Virtual-Only Shareholder Meetings Until 2025	No	For	For	For	For
Roper Technologies, Inc.	1.1	Elect Director Shellye L. Archambeau	No	For	For	For	For
Roper Technologies, Inc.	1.2	Elect Director Amy Woods Brinkley	No	For	For	For	For
Roper Technologies, Inc.	1.3	Elect Director Irene M. Esteves	No	For	For	For	For
Roper Technologies, Inc.	1.4	Elect Director L. Neil Hunn	No	For	For	For	For
Roper Technologies, Inc.	1.5	Elect Director Robert D. Johnson	No	For	For	For	For
Roper Technologies, Inc.	1.6	Elect Director Thomas P. Joyce, Jr.	No	For	For	For	For
Roper Technologies, Inc.	1.7	Elect Director Laura G. Thatcher	No	For	For	For	For
Roper Technologies, Inc.	1.8	Elect Director Richard F. Wallman	No	For	For	For	For
Roper Technologies, Inc.	1.9	Elect Director Christopher Wright	No	For	For	For	For
Roper Technologies, Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Roper Technologies, Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Roper Technologies, Inc.	4	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Roper Technologies, Inc.	5	Officers	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Samsung SDI Co., Ltd.	1	Approve Financial Statements and Allocation of Income	No	For	For	For	For
Samsung SDI Co., Ltd.	2.1	Elect Jeon Young-hyeon as Inside Director	No	For	For	For	For
Samsung SDI Co., Ltd.	2.2	Elect Kwon Oh-gyeong as Outside Director	No	For	For	For	For
Samsung SDI Co., Ltd.	2.3	Elect Kim Deok-hyeon as Outside Director	No	For	For	For	For
Samsung SDI Co., Ltd.	2.4	Elect Lee Mi-gyeong as Outside Director	No	For	For	For	For
Samsung SDI Co., Ltd.	3.1	Elect Kwon Oh-gyeong as a Member of Audit Committee	No	For	For	For	Abstain
Samsung SDI Co., Ltd.	3.2	Elect Lee Mi-gyeong as a Member of Audit Committee	No	For	For	For	For
Samsung SDI Co., Ltd.	4	Elect Choi Won-wook as Outside Director to Serve as an Audit Committee Member	No	For	For	For	For
Samsung SDI Co., Ltd.	5	Directors	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	2	Designate Auditors	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	3	Designate Risk Assessment Companies	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	4	Designate Account Inspectors	No	For	For	For	One Year
Sociedad Quimica y Minera de Chile SA	5	Approve Investment Policy	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	6	Approve Financing Policy	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	7	Approve Dividends	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	8.A	Shareholders	No	None	For	For	For
Sociedad Quimica y Minera de Chile SA	8.B	Elect Directors	No	None	Abstain	Abstain	For
Sociedad Quimica y Minera de Chile SA	9	Approve Remuneration of Board of Directors and Board Committees	No	For	For	For	For
Sociedad Quimica y Minera de Chile SA	10	Designate Newspaper to Publish Meeting Announcements, Other Business and Execution of Shareholders' Meeting Resolutions	No	For	For	For	For
SolarEdge Technologies, Inc.	1a	Elect Director Marcel Gani	No	For	For	For	For
SolarEdge Technologies, Inc.	1b	Elect Director Tal Payne	No	For	For	For	For
SolarEdge Technologies, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
SolarEdge Technologies, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
SolarEdge Technologies, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
SolarEdge Technologies, Inc.	5	Declassify the Board of Directors	No	For	For	For	For
SolarEdge Technologies, Inc.	6	Eliminate Supermajority Vote Requirement	No	For	For	For	For
SolarEdge Technologies, Inc.	7	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	No	For	For	For	For
Stantec Inc.	1.1	Elect Director Douglas K. Ammerman	No	For	For	For	Withhold
Stantec Inc.	1.2	Elect Director Martin A. a Porta	No	For	For	For	Withhold
Stantec Inc.	1.3	Elect Director Shelley A. M. Brown	No	For	For	For	Withhold
Stantec Inc.	1.4	Elect Director Angeline G. Chen	No	For	For	For	For
Stantec Inc.	1.5	Elect Director Patricia D. Galloway	No	For	For	For	For
Stantec Inc.	1.6	Elect Director Robert (Bob) J. Gomes	No	For	For	For	For
Stantec Inc.	1.7	Elect Director Gordon (Gord) A. Johnston	No	For	For	For	For
Stantec Inc.	1.8	Elect Director Donald (Don) J. Lowry	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Stantec Inc.	1.9	Elect Director Marie-Lucie Morin	No	For	For	For	For
Stantec Inc.	1.1	Elect Director Celina J. Wang Doka	No	For	For	For	For
Stantec Inc.	2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Stantec Inc.	3	Advisory Vote on Executive Compensation Approach	No	For	For	For	For
Sunnova Energy International Inc.	1.1	Elect Director William J. (John) Berger	No	For	Withhold	Withhold	For
Sunnova Energy International Inc.	1.2	Elect Director Rahman D'Argenio	No	For	Withhold	Withhold	For
Sunnova Energy International Inc.	1.3	Elect Director Michael C. Morgan	No	For	Withhold	Withhold	For
Sunnova Energy International Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Sunnova Energy International Inc.	3	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Sunrun, Inc.	1.1	Elect Director Leslie Dach	No	For	For	For	For
Sunrun, Inc.	1.2	Elect Director Edward Fenster	No	For	For	For	For
Sunrun, Inc.	1.3	Elect Director Mary Powell	No	For	For	For	For
Sunrun, Inc.	2	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Sunrun, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Sunrun, Inc.	4	Declassify the Board of Directors	No	For	For	For	For
Sunrun, Inc.	5	Eliminate Supermajority Vote Requirement	No	For	For	For	For
The Mosaic Company	1a	Elect Director Cheryl K. Beebe	No	For	For	For	For
The Mosaic Company	1b	Elect Director Gregory L. Ebel	No	For	For	For	For
The Mosaic Company	1c	Elect Director Timothy S. Gitzel	No	For	For	For	One Year
The Mosaic Company	1d	Elect Director Denise C. Johnson	No	For	For	For	For
The Mosaic Company	1e	Elect Director Emery N. Koenig	No	For	For	For	For
The Mosaic Company	1f	Elect Director James (Joc) C. O'Rourke	No	For	For	For	For
The Mosaic Company	1g	Elect Director David T. Seaton	No	For	For	For	For
The Mosaic Company	1h	Elect Director Steven M. Seibert	No	For	For	For	For
The Mosaic Company	1i	Elect Director Joao Roberto Goncalves Teixeira	No	For	For	For	For
The Mosaic Company	1j	Elect Director Gretchen H. Watkins	No	For	For	For	For
The Mosaic Company	1k	Elect Director Kelvin R. Westbrook	No	For	For	For	For
The Mosaic Company	2	Approve Omnibus Stock Plan	No	For	For	For	For
The Mosaic Company	3	Ratify KPMG LLP as Auditors	No	For	For	For	For
The Mosaic Company	4	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
The Mosaic Company	5	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
The Mosaic Company	6	Meeting	No	Against	For	For	For
The Mosaic Company	7	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	No	Against	For	For	For
The Weir Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
The Weir Group Plc	2	Approve Remuneration Report	No	For	For	For	For
The Weir Group Plc	3	Approve Final Dividend	No	For	For	For	For
The Weir Group Plc	4	Re-elect Barbara Jeremiah as Director	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
The Weir Group Plc	5	Re-elect Jon Stanton as Director	No	For	For	For	For
The Weir Group Plc	6	Re-elect John Heasley as Director	No	For	For	For	For
The Weir Group Plc	7	Elect Dame Nicole Brewer as Director	No	For	For	For	For
The Weir Group Plc	8	Re-elect Clare Chapman as Director	No	For	For	For	For
The Weir Group Plc	9	Elect Tracey Kerr as Director	No	For	For	For	For
The Weir Group Plc	10	Re-elect Ben Magara as Director	No	For	For	For	For
The Weir Group Plc	11	Re-elect Sir Jim McDonald as Director	No	For	For	For	For
The Weir Group Plc	12	Re-elect Srinivasan Venkatakrishnan as Director	No	For	For	For	For
The Weir Group Plc	13	Re-elect Stephen Young as Director	No	For	For	For	For
The Weir Group Plc	14	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
The Weir Group Plc	15	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
The Weir Group Plc	16	Authorise Issue of Equity	No	For	For	For	For
The Weir Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
The Weir Group Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
The Weir Group Plc	19	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
The Weir Group Plc	20	Notice	No	For	For	For	One Year
Trimble Inc.	1.1	Elect Director James C. Dalton	No	For	For	For	For
Trimble Inc.	1.2	Elect Director Borje Ekholm	No	For	For	For	For
Trimble Inc.	1.3	Elect Director Ann Fandozzi	No	For	For	For	For
Trimble Inc.	1.4	Elect Director Kaigham (Ken) Gabriel	No	For	For	For	For
Trimble Inc.	1.5	Elect Director Meaghan Lloyd	No	For	For	For	For
Trimble Inc.	1.6	Elect Director Sandra MacQuillan	No	For	For	For	For
Trimble Inc.	1.7	Elect Director Robert G. Painter	No	For	For	For	For
Trimble Inc.	1.8	Elect Director Mark S. Peek	No	For	For	For	For
Trimble Inc.	1.9	Elect Director Thomas Sweet	No	For	For	For	For
Trimble Inc.	1.1	Elect Director Johan Wibergh	No	For	For	For	For
Trimble Inc.	2	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Trimble Inc.	3	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
Trimble Inc.	4	Ratify Ernst & Young LLP as Auditors	No	For	For	For	For
Universal Display Corporation	1a	Elect Director Steven V. Abramson	No	For	For	For	For
Universal Display Corporation	1b	Elect Director Cynthia J. Comparin	No	For	For	For	For
Universal Display Corporation	1c	Elect Director Richard C. Elias	No	For	For	For	For
Universal Display Corporation	1d	Elect Director Elizabeth H. Gemmill	No	For	For	For	For
Universal Display Corporation	1e	Elect Director C. Keith Hartley	No	For	For	For	For
Universal Display Corporation	1f	Elect Director Celia M. Joseph	No	For	For	For	For
Universal Display Corporation	1g	Elect Director Lawrence Lacerte	No	For	For	For	For
Universal Display Corporation	1h	Elect Director Sidney D. Rosenblatt	No	For	For	For	For
Universal Display Corporation	2	Approve Omnibus Stock Plan	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Universal Display Corporation	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Universal Display Corporation	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	For
Universal Display Corporation	5	Ratify KPMG LLP as Auditors	No	For	For	For	For
Veolia Environnement SA	1	Approve Financial Statements and Statutory Reports	No	For	For	For	For
Veolia Environnement SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For	For	For
Veolia Environnement SA	3	Approve Non-Deductible Expenses	No	For	For	For	For
Veolia Environnement SA	4	Approve Allocation of Income and Dividends of EUR 1.12 per Share	No	For	For	For	For
Veolia Environnement SA	5	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For	For	For
Veolia Environnement SA	6	Reelect Maryse Aulagnon as Director	No	For	For	For	For
Veolia Environnement SA	7	Elect Olivier Andries as Director	No	For	For	For	For
Veolia Environnement SA	8	Elect Veronique Bedague-Hamilius as Director	No	For	For	For	For
Veolia Environnement SA	9	Elect Francisco Reynes as Director	No	For	For	For	For
Veolia Environnement SA	10	Renew Appointment of Ernst & Young et Autres as Auditor	No	For	For	For	Against
Veolia Environnement SA	11	Approve Compensation of Antoine Frerot, Chairman and CEO from January 1, 2022 until June 30, 2022	No	For	For	For	For
Veolia Environnement SA	12	Approve Compensation of Antoine Frerot, Chairman of the Board from July 1, 2022 until December 31, 2022	No	For	For	For	For
Veolia Environnement SA	13	Approve Compensation of Estelle Brachlianoff, CEO from July 1, 2022 until December 31, 2022	No	For	For	For	For
Veolia Environnement SA	14	Approve Compensation Report of Corporate Officers	No	For	For	For	For
Veolia Environnement SA	15	Approve Remuneration Policy of Chairman of the Board	No	For	For	For	For
Veolia Environnement SA	16	Approve Remuneration Policy of CEO	No	For	For	For	For
Veolia Environnement SA	17	Approve Remuneration Policy of Directors	No	For	For	For	For
Veolia Environnement SA	18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For	For	For
Veolia Environnement SA	19	Plans	No	For	For	For	For
Veolia Environnement SA	20	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For	For	For
Veolia Environnement SA	21	Authorize up to 0.35 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Employees and Corporate Officers With Performance Conditions Attached	No	For	For	For	For
Veolia Environnement SA	22	Amend Article 15 of Bylaws Re: Corporate Purpose	No	For	Against	Against	For
Veolia Environnement SA	23	Authorize Filing of Required Documents/Other Formalities	No	For	For	For	For
Vestas Wind Systems A/S	2	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Vestas Wind Systems A/S	3	Approve Allocation of Income and Omission of Dividends	No	For	For	For	For
Vestas Wind Systems A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	For	For	For
Vestas Wind Systems A/S	5	Approve Remuneration of Directors in the Amount of DKK 1.4 Million for Chairman, DKK 910,350 for Vice Chairman and DKK 455,175 for Other Directors; Approve Remuneration for Committee Work	No	For	For	For	For
Vestas Wind Systems A/S	6.a	Reelect Anders Runevad as Director	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Vestas Wind Systems A/S	6.b	Reelect Bruce Grant as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.c	Reelect Eva Merete Sofelde Berneke as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.d	Reelect Helle Thorning-Schmidt as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.e	Reelect Karl-Henrik Sundstrom as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.f	Reelect Kentaro Hosomi as Director	No	For	For	For	For
Vestas Wind Systems A/S	6.g	Reelect Lena Olving as Director	No	For	For	For	Against
Vestas Wind Systems A/S	7	Ratify PricewaterhouseCoopers as Auditor	No	For	For	For	For
Vestas Wind Systems A/S	8.1	Authorize Share Repurchase Program	No	For	For	For	For
Vestas Wind Systems A/S	9	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	No	For	For	For	For
Willdan Group, Inc.	1.1	Elect Director Thomas D. Brisbin	No	For	For	For	For
Willdan Group, Inc.	1.2	Elect Director Steven A. Cohen	No	For	For	For	For
Willdan Group, Inc.	1.3	Elect Director Cynthia A. Downes	No	For	For	For	For
Willdan Group, Inc.	1.4	Elect Director Dennis V. McGinn	No	For	For	For	For
Willdan Group, Inc.	1.5	Elect Director Wanda K. Reder	No	For	For	For	Against
Willdan Group, Inc.	1.6	Elect Director Keith W. Renken	No	For	For	For	For
Willdan Group, Inc.	1.7	Elect Director Mohammad Shahidehpour	No	For	For	For	For
Willdan Group, Inc.	2	Ratify Crowe LLP as Auditors	No	For	For	For	For
Willdan Group, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	Against	Against	For
Willdan Group, Inc.	4	Amend Omnibus Stock Plan	No	For	For	For	Against
Willdan Group, Inc.	5	Amend Qualified Employee Stock Purchase Plan	No	For	For	For	For
Wilmar International Limited	1	Adopt Financial Statements and Directors' and Auditors' Reports	No	For	For	For	For
Wilmar International Limited	2	Approve Final Dividend	No	For	For	For	For
Wilmar International Limited	3	Approve Directors' Fees	No	For	For	For	For
Wilmar International Limited	4	Elect Kuok Khoon Ean as Director	No	For	For	For	For
Wilmar International Limited	5	Elect Kuok Khoon Hua as Director	No	For	For	For	For
Wilmar International Limited	6	Elect Lim Siong Guan as Director	No	For	Against	Against	For
Wilmar International Limited	7	Elect Kishore Mabubhani as Director	No	For	For	For	For
Wilmar International Limited	8	Elect Gregory Morris as Director	No	For	For	For	For
Wilmar International Limited	9	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
Wilmar International Limited	10	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	No	For	For	For	For
Wilmar International Limited	11	Approve Grant of Options and Issuance of Shares Under the Wilmar Executives Share Option Scheme 2019	No	For	Against	Against	For
Wilmar International Limited	12	Approve Renewal of Mandate for Interested Person Transactions	No	For	For	For	For
Wilmar International Limited	13	Authorize Share Repurchase Program	No	For	For	For	For
Xylem Inc.	1	Issue Shares in Connection with Acquisition	No	For	For	For	For
Xylem Inc.	2	Adjourn Meeting	No	For	For	For	For
Xylem Inc.	1a	Elect Director Jeanne Beliveau-Dunn	No	For	For	For	For

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KBIGI Proxy Votes Jan to June 2023 Compared to ISS Benchmark Policy Recommendations							
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy Recommendation	Investment Manager Vote	ISS Benchmark Policy Recommendation
Xylem Inc.	1b	Elect Director Patrick K. Decker	No	For	For	For	For
Xylem Inc.	1c	Elect Director Earl R. Ellis	No	For	For	For	For
Xylem Inc.	1d	Elect Director Robert F. Friel	No	For	For	For	For
Xylem Inc.	1e	Elect Director Victoria D. Harker	No	For	For	For	For
Xylem Inc.	1f	Elect Director Steven R. Loranger	No	For	For	For	For
Xylem Inc.	1g	Elect Director Mark D. Morelli	No	For	For	For	For
Xylem Inc.	1h	Elect Director Jerome A. Peribere	No	For	For	For	For
Xylem Inc.	1i	Elect Director Lila Tretikov	No	For	For	For	For
Xylem Inc.	1j	Elect Director Uday Yadav	No	For	For	For	For
Xylem Inc.	2	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Xylem Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Xylem Inc.	4	Require Independent Board Chair	No	Against	For	For	For
Yara International ASA	1	Approve Notice of Meeting and Agenda	No	For	For	Do Not Vote	For
Yara International ASA	2	Meeting	No	For	For	Do Not Vote	For
Yara International ASA	3	Approve Remuneration of Auditors	No	For	For	Do Not Vote	For
Yara International ASA	4	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of NOK 55.00 Per Share	No	For	For	Do Not Vote	For
Yara International ASA	5.1	Approve Remuneration Policy And Other Terms of Employment For Executive Management	No	For	Against	Do Not Vote	Against
Yara International ASA	5.2	Approve Remuneration Statement	No	For	Against	Do Not Vote	Against
Yara International ASA	6	Approve Company's Corporate Governance Statement	No	For	For	Do Not Vote	For
Yara International ASA	7	Elect Therese Log Bergjord, Tina Lawton and Harald Thorstein as New Directors	No	For	Against	Do Not Vote	Against
Yara International ASA	8	Approve Remuneration of Directors in the Amount of NOK 780,600 for the Chairman, NOK 444,700 for the Vice Chairman, and NOK 392,000 for the Other Directors; Approve Committee Fees	No	For	For	Do Not Vote	For
Yara International ASA	9	Elect Lars Mattis Hanssen as Member of Nominating Committee	No	For	For	Do Not Vote	For
Yara International ASA	10	Approve Remuneration of Nominating Committee	No	For	For	Do Not Vote	For
Yara International ASA	11	Amend Articles Re: Prior Notice for General Meetings	No	For	For	Do Not Vote	For
Yara International ASA	12	Authorize Share Repurchase Program and Cancellation of Repurchased Shares	No	For	For	Do Not Vote	For
Yara International ASA	13	Initiate Special Investigation to Determine if Violations of the Working Environment Act Took Place at Company's Contractor	No	Against	For	Do Not Vote	Against

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
adidas AG	11-May-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of EUR 0.70 per Share	For	For	For	No	No	
adidas AG	11-May-23	Management	3	Director Related	Approve Discharge of Management Board for Fiscal Year 2022	For	For	For	No	No	
adidas AG	11-May-23	Management	4	Director Related	Approve Discharge of Supervisory Board for Fiscal Year 2022	For	For	For	No	No	
adidas AG	11-May-23	Management	5	Compensation	Approve Remuneration Report	For	For	For	No	No	
adidas AG	11-May-23	Management	6	Routine Business	Approve Virtual-Only Shareholder Meetings Until 2025	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to hold virtual only meetings, restricting meaningful exchange between the company and shareholders.
adidas AG	11-May-23	Management	7	Company Articles	Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission	For	For	For	No	No	
adidas AG	11-May-23	Management	8	Capitalization	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	For	For	For	No	No	
adidas AG	11-May-23	Management	9	Capitalization	Authorize Use of Financial Derivatives when Repurchasing Shares	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	2	Routine Business	Approve Final Dividend	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	3	Director Election	Elect Edmund Sze-Wing Tse as Director	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	4	Director Election	Elect Jack Chak-Kwong So as Director	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	5	Director Election	Elect Lawrence Juen-Yee Lau as Director	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	6	Audit Related	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	7A	Capitalization	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	7B	Capitalization	Authorize Repurchase of Issued Share Capital	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	8	Compensation	Approve Increase in Rate of Directors' Fees	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	9	Compensation	Amend Share Option Scheme	For	For	Against	Yes	Yes	Recommend against due to concerns with the compensation plan structure.
AIA Group Limited	18-May-23	Management	10	Compensation	Amend Restricted Share Unit Scheme	For	For	Against	Yes	Yes	Recommend against due to concerns with the compensation plan structure.
AIA Group Limited	18-May-23	Management	11	Compensation	Amend Employee Share Purchase Plan	For	For	For	No	No	
AIA Group Limited	18-May-23	Management	12	Compensation	Amend Agency Share Purchase Plan	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	2	Director Related	Approve Discharge of Board and Senior Management	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of CHF 0.21 per Share	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	4.1	Compensation	Approve Remuneration Report (Non-Binding)	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	4.2	Compensation	Approve Remuneration of Directors in the Amount of CHF 3.9 Million	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	4.3	Compensation	Approve Remuneration of Executive Committee in the Amount of CHF 41.9 Million	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.1	Director Election	Reelect Michael Ball as Director and Board Chair	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.2	Director Election	Reelect Lynn Bleil as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.3	Director Election	Reelect Raquel Bono as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.4	Director Election	Reelect Arthur Cummings as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.5	Director Election	Reelect David Endicott as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.6	Director Election	Reelect Thomas Glanzmann as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.7	Director Election	Reelect Keith Grossman as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.8	Director Election	Reelect Scott Maw as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.9	Director Election	Reelect Karen May as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.10	Director Election	Reelect Ines Poeschel as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	5.11	Director Election	Reelect Dieter Spaelti as Director	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	6.1	Director Related	Reappoint Thomas Glanzmann as Member of the Compensation Committee	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	6.2	Director Related	Reappoint Scott Maw as Member of the Compensation Committee	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	6.3	Director Related	Reappoint Karen May as Member of the Compensation Committee	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	6.4	Director Related	Reappoint Ines Poeschel as Member of the Compensation Committee	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	7	Routine Business	Designate Hartmann Dreyer as Independent Proxy	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	8	Audit Related	Ratify PricewaterhouseCoopers SA as Auditors	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	9.1	Capitalization	Approve Creation of Capital Band within the Upper Limit of CHF 22 Million and the Lower Limit of CHF 19 Million with or without Exclusion of Preemptive Rights	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	9.2	Capitalization	Approve Creation of CHF 2 Million Pool of Conditional Capital for Financings, Mergers and Acquisitions	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	9.3	Company Articles	Amend Articles Re: Conversion of Shares; Subscription Rights	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	9.4	Company Articles	Amend Articles Re: General Meetings	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Alcon Inc.	05-May-23	Management	9.5	Company Articles	Amend Articles Re: Board Meetings; Powers of the Board of Directors	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	9.6	Company Articles	Amend Articles Re: Compensation; External Mandates for Members of the Board of Directors and Executive Committee	For	For	For	No	No	
Alcon Inc.	05-May-23	Management	10	Routine Business	Transact Other Business (Voting)	For	Against	Against	Yes	No	
Aristocrat Leisure Limited	24-Feb-23	Management	1	Director Election	Elect Philippe Etienne as Director	For	For	For	No	No	
Aristocrat Leisure Limited	24-Feb-23	Management	2	Director Election	Elect Pat Ramsey as Director	For	For	For	No	No	
Aristocrat Leisure Limited	24-Feb-23	Management	3	Director Election	Elect Kathleen Conlon as Director	For	For	For	No	No	
Aristocrat Leisure Limited	24-Feb-23	Management	4	Director Election	Elect Bill Lance as Director	For	For	For	No	No	
Aristocrat Leisure Limited	24-Feb-23	Shareholder	5	Director Election	Elect Stephen Mayne as Director	Against	Against	Against	No	No	
Aristocrat Leisure Limited	24-Feb-23	Management	6	Compensation	Approve Grant of Performance Share Rights to Trevor Croker	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
Aristocrat Leisure Limited	24-Feb-23	Management	7	Compensation	Approve Remuneration Report	For	For	For	No	No	
Aristocrat Leisure Limited	24-Feb-23	Management	8	Takeover Related	Approve Reinsertion of Proportional Takeover Approval Provisions	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	2	Routine Business	Approve Dividends	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	3	Audit Related	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	4	Audit Related	Authorise Board to Fix Remuneration of Auditors	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5a	Director Election	Re-elect Michel Demare as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5b	Director Election	Re-elect Pascal Soriot as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5c	Director Election	Re-elect Aradhana Sarin as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5d	Director Election	Re-elect Philip Broadley as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5e	Director Election	Re-elect Euan Ashley as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5f	Director Election	Re-elect Deborah DiSanzo as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5g	Director Election	Re-elect Diana Layfield as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5h	Director Election	Re-elect Sheri McCoy as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5i	Director Election	Re-elect Tony Mok as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5j	Director Election	Re-elect Nazneen Rahman as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5k	Director Election	Re-elect Andreas Rummelt as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	5l	Director Election	Re-elect Marcus Wallenberg as Director	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	6	Compensation	Approve Remuneration Report	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	7	Social	Authorise UK Political Donations and Expenditure	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	8	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	9	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	10	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	11	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
AstraZeneca Plc	27-Apr-23	Management	12	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
AstraZeneca Plc	27-Apr-23	Management	13	Company Articles	Adopt New Articles of Association	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	1	Routine Business	Opening of Meeting; Elect Chairman of Meeting	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	2	Routine Business	Prepare and Approve List of Shareholders	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	3	Routine Business	Approve Agenda of Meeting	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	4	Routine Business	Designate Inspector(s) of Minutes of Meeting	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	5	Routine Business	Acknowledge Proper Convening of Meeting	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.a	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b1	Director Related	Approve Discharge of Staffan Bohman	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b2	Director Related	Approve Discharge of Johan Forssell	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b3	Director Related	Approve Discharge of Helene Mellquist	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b4	Director Related	Approve Discharge of Anna Ohlsson-Leijon	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b5	Director Related	Approve Discharge of Mats Rahmstrom	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b6	Director Related	Approve Discharge of Gordon Riske	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b7	Director Related	Approve Discharge of Hans Straberg	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b8	Director Related	Approve Discharge of Peter Wallenberg Jr	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b9	Director Related	Approve Discharge of Mikael Bergstedt	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b10	Director Related	Approve Discharge of Benny Larsson	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.b11	Director Related	Approve Discharge of CEO Mats Rahmstrom	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.c	Routine Business	Approve Allocation of Income and Dividends of SEK 2.30 Per Share	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	8.d	Routine Business	Approve Record Date for Dividend Payment	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	9.a	Director Related	Determine Number of Members (8) and Deputy Members of Board (0)	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Atlas Copco AB	27-Apr-23	Management	9.b	Director Related	Determine Number of Auditors (1) and Deputy Auditors (0)	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	10.a1	Director Election	Reelect Johan Forssell as Director	For	Against	Against	Yes	No	
Atlas Copco AB	27-Apr-23	Management	10.a2	Director Election	Reelect Helene Mellquist as Director	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	10.a3	Director Election	Reelect Anna Ohlsson-Leijon as Director	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	10.a4	Director Election	Reelect Mats Rahmstrom as Director	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	10.a5	Director Election	Reelect Gordon Riske as Director	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	10.a6	Director Election	Reelect Hans Straberg as Director	For	Against	Against	Yes	No	
Atlas Copco AB	27-Apr-23	Management	10.a7	Director Election	Reelect Peter Wallenberg Jr as Director	For	Against	Against	Yes	No	
Atlas Copco AB	27-Apr-23	Management	10.b	Director Election	Elect Jumana Al-Sibai as New Director	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	10.c	Director Related	Reelect Hans Straberg as Board Chair	For	Against	Against	Yes	No	
Atlas Copco AB	27-Apr-23	Management	10.d	Audit Related	Ratify Ernst & Young as Auditors	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	11.a	Compensation	Approve Remuneration of Directors in the Amount of SEK 3.2 Million to Chair and SEK 1 Million to Other Directors; Approve Remuneration for Committee Work; Approve Delivering Part of Remuneration in form of Synthetic Shares	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	11.b	Audit Related	Approve Remuneration of Auditors	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	12.a	Compensation	Approve Remuneration Report	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	12.b	Compensation	Approve Stock Option Plan 2023 for Key Employees	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	13.a	Compensation	Acquire Class A Shares Related to Personnel Option Plan for 2022 and 2023	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	13.b	Compensation	Acquire Class A Shares Related to Remuneration of Directors in the Form of Synthetic Shares	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	13.c	Compensation	Transfer Class A Shares Related to Personnel Option Plan for 2023	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	13.d	Compensation	Sell Class A Shares to Cover Costs Related to Synthetic Shares to the Board	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	13.e	Compensation	Sell Class A to Cover Costs in Relation to the Personnel Option Plans for 2017, 2018, 2019 and 2020	For	For	For	No	No	
Atlas Copco AB	27-Apr-23	Management	14	Company Articles	Amend Articles Re: Attendance at General Meeting	For	For	For	No	No	
AXA SA	27-Apr-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
AXA SA	27-Apr-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
AXA SA	27-Apr-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 1.70 per Share	For	For	For	No	No	
AXA SA	27-Apr-23	Management	4	Compensation	Approve Compensation Report of Corporate Officers	For	For	For	No	No	
AXA SA	27-Apr-23	Management	5	Compensation	Approve Compensation of Denis Duverne, Chairman of the Board until April 28, 2022	For	For	For	No	No	
AXA SA	27-Apr-23	Management	6	Compensation	Approve Compensation of Antoine Gosset-Grainville, Chairman of the Board since April 28, 2022	For	For	For	No	No	
AXA SA	27-Apr-23	Management	7	Compensation	Approve Compensation of Thomas Buberl, CEO	For	For	For	No	No	
AXA SA	27-Apr-23	Management	8	Compensation	Approve Remuneration Policy of CEO	For	For	For	No	No	
AXA SA	27-Apr-23	Management	9	Compensation	Approve Remuneration Policy of Chairman of the Board	For	For	For	No	No	
AXA SA	27-Apr-23	Management	10	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
AXA SA	27-Apr-23	Management	11	Non-Routine Business	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	For	For	For	No	No	
AXA SA	27-Apr-23	Management	12	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
AXA SA	27-Apr-23	Management	13	Capitalization	Authorize Capitalization of Reserves of Up to EUR 1 Billion for Bonus Issue or Increase in Par Value	For	For	For	No	No	
AXA SA	27-Apr-23	Management	14	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 2 Billion	For	For	For	No	No	
AXA SA	27-Apr-23	Management	15	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 500 Million	For	For	For	No	No	
AXA SA	27-Apr-23	Management	16	Capitalization	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 500 Million	For	For	For	No	No	
AXA SA	27-Apr-23	Management	17	Capitalization	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	For	For	For	No	No	
AXA SA	27-Apr-23	Management	18	Capitalization	Authorize Capital Increase of Up to EUR 500 Million for Future Exchange Offers	For	For	For	No	No	
AXA SA	27-Apr-23	Management	19	Capitalization	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	For	For	No	No	
AXA SA	27-Apr-23	Management	20	Capitalization	Authorize Issuance of Equity Upon Conversion of a Subsidiary's Equity-Linked Securities without Preemptive Rights for Up to EUR 500 Million	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
AXA SA	27-Apr-23	Management	21	Capitalization	Authorize Issuance of Equity Upon Conversion of a Subsidiary's Equity-Linked Securities with Preemptive Rights for Up to EUR 2 Billion	For	For	For	No	No	
AXA SA	27-Apr-23	Management	22	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No	No	
AXA SA	27-Apr-23	Management	23	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries	For	For	For	No	No	
AXA SA	27-Apr-23	Management	24	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
AXA SA	27-Apr-23	Management	25	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.1	Director Election	Elect Director Mark Bristow	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.2	Director Election	Elect Director Helen Cai	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.3	Director Election	Elect Director Gustavo A. Cisneros	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.4	Director Election	Elect Director Christopher L. Coleman	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.5	Director Election	Elect Director Isela Costantini	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.6	Director Election	Elect Director J. Michael Evans	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.7	Director Election	Elect Director Brian L. Greenspun	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.8	Director Election	Elect Director J. Brett Harvey	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.9	Director Election	Elect Director Anne Kabagambe	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.10	Director Election	Elect Director Andrew J. Quinn	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.11	Director Election	Elect Director Loreto Silva	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	1.12	Director Election	Elect Director John L. Thornton	For	For	Withhold	Yes	Yes	Recommend withhold due to risk oversight: The board has not managed oversight of firm risk, which can detract from long-term value.
Barrick Gold Corporation	02-May-23	Management	2	Audit Related	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No	No	
Barrick Gold Corporation	02-May-23	Management	3	Compensation	Advisory Vote on Executive Compensation Approach	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	2	Compensation	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommend against due to concerns with the structure of the LTIP.
British American Tobacco plc	19-Apr-23	Management	3	Audit Related	Reappoint KPMG LLP as Auditors	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	4	Audit Related	Authorise Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	5	Director Election	Re-elect Luc Jobin as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	6	Director Election	Re-elect Jack Bowles as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	7	Director Election	Re-elect Tadeu Marroco as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	8	Director Election	Re-elect Kandy Anand as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	9	Director Election	Re-elect Sue Farr as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	10	Director Election	Re-elect Karen Guerra as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	11	Director Election	Re-elect Holly Keller Koepfel as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	12	Director Election	Re-elect Dimitri Panayotopoulos as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	13	Director Election	Re-elect Darrell Thomas as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	14	Director Election	Elect Veronique Laury as Director	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	15	Social	Authorise UK Political Donations and Expenditure	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	16	Capitalization	Authorise Issue of Equity	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
British American Tobacco plc	19-Apr-23	Management	17	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	18	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
British American Tobacco plc	19-Apr-23	Management	19	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
British American Tobacco plc	19-Apr-23	Management	20	Company Articles	Adopt New Articles of Association	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	2	Routine Business	Accept Financial Statements and Statutory Reports; Approve Discharge of Management and Board	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of DKK 27 Per Share	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	4	Compensation	Approve Remuneration Report (Advisory Vote)	For	For	Against	Yes	Yes	Recommend against due to concerns with the structure of the LTIP.
Carlsberg A/S	13-Mar-23	Management	5.A	Compensation	Amend Remuneration Policy	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	5.B	Compensation	Approve Remuneration of Directors in the Amount of DKK 2.05 Million for Chairman, DKK 910,000 for Vice Chair and DKK 455,000 for Other Directors; Approve Remuneration for Committee Work	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	5.C	Capitalization	Approve DKK 90 Million Reduction in Share Capital via Share Cancellation	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Shareholder	5.D	Social	Report on Efforts and Risks Related to Human Rights	Against	Against	For	Yes	Yes	Recommend support as there are no material concerns regarding this proposal.
Carlsberg A/S	13-Mar-23	Management	6.a	Director Election	Reelect Henrik Poulsen as New Director	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	6.b	Director Election	Reelect Majken Schultz as New Director	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	6.c	Director Election	Reelect Mikael Aro as Director	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	6.d	Director Election	Reelect Magdi Batato as Director	For	For	Abstain	Yes	Yes	Recommend abstain due to meeting attendance below market standard: Directors should attend sufficient number of meetings to properly represent shareholders
Carlsberg A/S	13-Mar-23	Management	6.e	Director Election	Reelect Lilian Fossum Biner as Director	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	6.f	Director Election	Reelect Richard Burrows as Director	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	6.g	Director Election	Reelect Punita Lal as Director	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	6.h	Director Election	Reelect Soren-Peter Fuchs Olesen as Director	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	7	Audit Related	Ratify PricewaterhouseCoopers as Auditors	For	For	For	No	No	
Carlsberg A/S	13-Mar-23	Management	8	Routine Business	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.1	Director Election	Elect Director Jeff Bender	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.2	Director Election	Elect Director John Billowits	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.3	Director Election	Elect Director Susan Gayner	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.4	Director Election	Elect Director Claire Kennedy	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.5	Director Election	Elect Director Robert Kittel	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.6	Director Election	Elect Director Mark Leonard	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.7	Director Election	Elect Director Mark Miller	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.8	Director Election	Elect Director Lori O'Neill	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.9	Director Election	Elect Director Donna Parr	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.10	Director Election	Elect Director Andrew Pastor	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.11	Director Election	Elect Director Laurie Schultz	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.12	Director Election	Elect Director Barry Symons	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	1.13	Director Election	Elect Director Robin Van Poelje	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	2	Audit Related	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No	No	
Constellation Software Inc.	08-May-23	Management	3	Compensation	Advisory Vote on Executive Compensation Approach	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	1	Routine Business	Adopt Financial Statements and Directors' and Auditors' Reports	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	2	Routine Business	Approve Final and Special Dividend	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	3	Compensation	Approve Directors' Remuneration	For	For	Against	Yes	Yes	Recommend against due to concerns with the compensation plan structure.
DBS Group Holdings Ltd.	31-Mar-23	Management	4	Audit Related	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
DBS Group Holdings Ltd.	31-Mar-23	Management	5	Director Election	Elect Peter Seah Lim Huat as Director	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	6	Director Election	Elect Punita Lal as Director	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	7	Director Election	Elect Anthony Lim Weng Kin as Director	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	8	Compensation	Approve Grant of Awards and Issuance of Shares Under the DBSH Share Plan	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	9	Compensation	Approve Grant of Awards and Issuance of Shares Under the California Sub-Plan to the DBSH Share Plan	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	10	Capitalization	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	11	Routine Business	Approve Issuance of Shares Pursuant to the DBSH Scrip Dividend Scheme	For	For	For	No	No	
DBS Group Holdings Ltd.	31-Mar-23	Management	12	Capitalization	Authorize Share Repurchase Program	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of EUR 3.60 per Share	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	3	Director Related	Approve Discharge of Management Board for Fiscal Year 2022	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	4	Director Related	Approve Discharge of Supervisory Board for Fiscal Year 2022	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	5.1	Routine Business	Approve Virtual-Only Shareholder Meetings Until 2025	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to hold virtual only meetings, restricting meaningful exchange between the company and shareholders.
Deutsche Boerse AG	16-May-23	Management	5.2	Company Articles	Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	5.3	Company Articles	Amend Articles Re: AGM Convocation	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	6	Company Articles	Amend Articles Re: Registration in the Share Register	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	7	Compensation	Approve Remuneration Report	For	For	For	No	No	
Deutsche Boerse AG	16-May-23	Management	8	Audit Related	Ratify PricewaterhouseCoopers GmbH as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2023	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of EUR 1.85 per Share	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	3	Director Related	Approve Discharge of Management Board for Fiscal Year 2022	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	4	Director Related	Approve Discharge of Supervisory Board for Fiscal Year 2022	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	5.1	Director Election	Elect Katrin Suder to the Supervisory Board	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	5.2	Director Election	Reelect Mario Daberkow to the Supervisory Board	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	6	Capitalization	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	7	Capitalization	Authorize Use of Financial Derivatives when Repurchasing Shares	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	8	Compensation	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommend against due to concerns with the structure of the LTIP.
Deutsche Post AG	04-May-23	Management	9.1	Routine Business	Amend Article Re: Location of Annual Meeting	For	For	For	No	No	
Deutsche Post AG	04-May-23	Management	9.2	Routine Business	Approve Virtual-Only Shareholder Meetings Until 2025	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to hold virtual only meetings, restricting meaningful exchange between the company and shareholders.
Deutsche Post AG	04-May-23	Management	9.3	Company Articles	Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission	For	For	For	No	No	
Epiroc AB	23-May-23	Management	1	Routine Business	Open Meeting; Elect Chairman of Meeting	For	For	For	No	No	
Epiroc AB	23-May-23	Management	4	Routine Business	Approve Agenda of Meeting	For	For	For	No	No	
Epiroc AB	23-May-23	Management	5	Routine Business	Acknowledge Proper Convening of Meeting	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.a	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b1	Director Related	Approve Discharge of Anthea Bath	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b2	Director Related	Approve Discharge of Lennart Evrell	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b3	Director Related	Approve Discharge of Johan Forssell	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b4	Director Related	Approve Discharge of Helena Hedblom (as Board Member)	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b5	Director Related	Approve Discharge of Jeane Hull	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b6	Director Related	Approve Discharge of Ronnie Leten	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b7	Director Related	Approve Discharge of Ulla Litzen	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b8	Director Related	Approve Discharge of Sigurd Mareels	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b9	Director Related	Approve Discharge of Astrid Skarheim Onsum	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b10	Director Related	Approve Discharge of Anders Ullberg	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b11	Director Related	Approve Discharge of Kristina Kanestad	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b12	Director Related	Approve Discharge of Daniel Rundgren	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.b13	Director Related	Approve Discharge of CEO Helena Hedblom	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.c	Routine Business	Approve Allocation of Income and Dividends of SEK 3.40 Per Share	For	For	For	No	No	
Epiroc AB	23-May-23	Management	8.d	Compensation	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommend against due to concerns with the structure of the LTIP.

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Epiroc AB	23-May-23	Management	9.a	Director Related	Determine Number of Members (9) and Deputy Members of Board (0)	For	For	For	No	No	
Epiroc AB	23-May-23	Management	9.b	Director Related	Determine Number of Auditors (1) and Deputy Auditors (0)	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a1	Director Election	Reelect Anthea Bath as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a2	Director Election	Reelect Lennart Evrell as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a3	Director Election	Reelect Johan Forssell as Director	For	For	Against	Yes	Yes	Recommend against due to over-boarding: Directors should have sufficient time to devote to board service to properly represent shareholders.
Epiroc AB	23-May-23	Management	10.a4	Director Election	Reelect Helena Hedblom as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a5	Director Election	Reelect Jeane Hull as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a6	Director Election	Reelect Ronnie Leten as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a7	Director Election	Reelect Ulla Litzen as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a8	Director Election	Reelect Sigurd Mareels as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.a9	Director Election	Reelect Astrid Skarheim Onsum as Director	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.b	Director Related	Reelect Ronnie Leten as Board Chair	For	For	For	No	No	
Epiroc AB	23-May-23	Management	10.c	Audit Related	Ratify Ernst & Young as Auditors	For	For	For	No	No	
Epiroc AB	23-May-23	Management	11.a	Compensation	Approve Remuneration of Directors in the Amount of SEK 2.59 Million for Chair and SEK 810,000 for Other Directors; Approve	For	For	For	No	No	
Epiroc AB	23-May-23	Management	11.b	Audit Related	Approve Remuneration of Auditors	For	For	For	No	No	
Epiroc AB	23-May-23	Management	12	Compensation	Approve Stock Option Plan 2023 for Key Employees	For	For	For	No	No	
Epiroc AB	23-May-23	Management	13.a	Compensation	Approve Equity Plan Financing Through Repurchase of Class A Shares	For	For	For	No	No	
Epiroc AB	23-May-23	Management	13.b	Compensation	Approve Repurchase of Shares to Pay 50 Percent of Director's Remuneration in Synthetic Shares	For	For	For	No	No	
Epiroc AB	23-May-23	Management	13.c	Compensation	Approve Equity Plan Financing Through Transfer of Class A Shares to Participants	For	For	For	No	No	
Epiroc AB	23-May-23	Management	13.d	Compensation	Approve Sale of Class A Shares to Finance Director Remuneration in Synthetic Shares	For	For	For	No	No	
Epiroc AB	23-May-23	Management	13.e	Compensation	Approve Sale of Class A Shares to Finance Stock Option Plan 2017, 2018, 2019 and 2020	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	1.b	Compensation	Approve Remuneration Report	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	1.c	Routine Business	Adopt Financial Statements	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	1.e	Routine Business	Approve Dividends	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	1.f	Director Related	Approve Discharge of Executive Directors	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	1.g	Director Related	Approve Discharge of Supervisory Board	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	2.a	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	2.b	Capitalization	Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	2.c	Capitalization	Authorize Board to Exclude Preemptive Rights from Share Issuances	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	3.a	Director Election	Reelect M.R. de Carvalho to Supervisory Board	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	3.b	Director Election	Reelect R.L. Ripley to Supervisory Board	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	3.c	Director Election	Elect B. Pardo to Supervisory Board	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	3.d	Director Election	Elect L.J. Hijmans van den Bergh to Supervisory Board	For	For	For	No	No	
Heineken NV	20-Apr-23	Management	4	Audit Related	Ratify Deloitte Accountants B.V. as Auditors	For	For	For	No	No	
Hexagon AB	02-May-23	Management	2	Routine Business	Elect Chairman of Meeting	For	For	For	No	No	
Hexagon AB	02-May-23	Management	3	Routine Business	Prepare and Approve List of Shareholders	For	For	For	No	No	
Hexagon AB	02-May-23	Management	4	Routine Business	Approve Agenda of Meeting	For	For	For	No	No	
Hexagon AB	02-May-23	Management	6	Routine Business	Acknowledge Proper Convening of Meeting	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.a	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.b	Routine Business	Approve Allocation of Income and Dividends of EUR 0.12 Per Share	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c1	Director Related	Approve Discharge of Gun Nilsson	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c2	Director Related	Approve Discharge of Marta Schorling Andreen	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c3	Director Related	Approve Discharge of John Brandon	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c4	Director Related	Approve Discharge of Sofia Schorling Hogberg	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c5	Director Related	Approve Discharge of Ulrika Francke	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c6	Director Related	Approve Discharge of Henrik Henriksson	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c7	Director Related	Approve Discharge of Patrick Soderlund	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c8	Director Related	Approve Discharge of Brett Watson	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c9	Director Related	Approve Discharge of Erik Huggers	For	For	For	No	No	
Hexagon AB	02-May-23	Management	9.c10	Director Related	Approve Discharge of CEO Ola Rollen	For	For	For	No	No	
Hexagon AB	02-May-23	Management	10	Director Related	Determine Number of Members (7) and Deputy Members (0) of Board	For	For	For	No	No	
Hexagon AB	02-May-23	Management	11.1	Compensation	Approve Remuneration of Directors in the Amount of SEK 2.2 Million for Chair and SEK 690,000 for Other Directors	For	For	For	No	No	
Hexagon AB	02-May-23	Management	11.2	Audit Related	Approve Remuneration of Auditors	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Hexagon AB	02-May-23	Management	12.1	Director Election	Reelect Marta Schorling Andreen as Director	For	Against	Against	Yes	No	
Hexagon AB	02-May-23	Management	12.2	Director Election	Reelect John Brandon as Director	For	For	For	No	No	
Hexagon AB	02-May-23	Management	12.3	Director Election	Reelect Sofia Schorling Hogberg as Director	For	Against	Against	Yes	No	
Hexagon AB	02-May-23	Management	12.4	Director Election	Reelect Ola Rollen as Director	For	Against	Against	Yes	No	
Hexagon AB	02-May-23	Management	12.5	Director Election	Reelect Gun Nilsson as Director	For	Against	Against	Yes	No	
Hexagon AB	02-May-23	Management	12.6	Director Election	Reelect Brett Watson as Director	For	For	For	No	No	
Hexagon AB	02-May-23	Management	12.7	Director Election	Reelect Erik Huggers as Director	For	For	For	No	No	
Hexagon AB	02-May-23	Management	12.8	Director Related	Elect Ola Rollen as Board Chair	For	Against	Against	Yes	No	
Hexagon AB	02-May-23	Management	12.9	Audit Related	Ratify PricewaterhouseCoopers AB as Auditors	For	For	For	No	No	
Hexagon AB	02-May-23	Management	13	Director Related	Reelect Mikael Ekdahl (Chair), Jan Dworsky and Liselott Ledin as Members of Nominating Committee; Elect Brett Watson as New Member of Nominating Committee	For	For	For	No	No	
Hexagon AB	02-May-23	Management	14	Compensation	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommend against due to concerns with the structure of the STIP.
Hexagon AB	02-May-23	Management	15	Compensation	Approve Performance Share Program 2023/2026 for Key Employees	For	For	For	No	No	
Hexagon AB	02-May-23	Management	16	Capitalization	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	For	For	For	No	No	
Hexagon AB	02-May-23	Management	17	Capitalization	Approve Issuance of up to 10 Percent of Issued Shares without Preemptive Rights	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	2	Compensation	Approve Remuneration Policy	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	3	Compensation	Approve Remuneration Report	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	4	Routine Business	Approve Final Dividend	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	5	Director Election	Re-elect Robert Childs as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	6	Director Election	Elect Paul Cooper as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	7	Director Election	Re-elect Donna DeMaio as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	8	Director Election	Re-elect Michael Goodwin as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	9	Director Election	Re-elect Thomas Huerlimann as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	10	Director Election	Re-elect Hamayou Akbar Hussain as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	11	Director Election	Re-elect Colin Keogh as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	12	Director Election	Re-elect Anne MacDonald as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	13	Director Election	Re-elect Constantinos Miranthis as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	14	Director Election	Re-elect Joanne Musselle as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	15	Director Election	Re-elect Lynn Pike as Director	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	16	Audit Related	Reappoint PricewaterhouseCoopers Ltd as Auditors	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	17	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	18	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	19	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	20	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No	No	
Hiscox Ltd.	11-May-23	Management	21	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
HOYA Corp.	23-Jun-23	Management	1.1	Director Election	Elect Director Yoshihara, Hiroaki	For	For	For	No	No	
HOYA Corp.	23-Jun-23	Management	1.2	Director Election	Elect Director Abe, Yasuyuki	For	For	For	No	No	
HOYA Corp.	23-Jun-23	Management	1.3	Director Election	Elect Director Hasegawa, Takayo	For	For	For	No	No	
HOYA Corp.	23-Jun-23	Management	1.4	Director Election	Elect Director Nishimura, Mika	For	For	For	No	No	
HOYA Corp.	23-Jun-23	Management	1.5	Director Election	Elect Director Sato, Mototsugu	For	For	For	No	No	
HOYA Corp.	23-Jun-23	Management	1.6	Director Election	Elect Director Ikeda, Eiichiro	For	For	For	No	No	
HOYA Corp.	23-Jun-23	Management	1.7	Director Election	Elect Director Hiroka, Ryo	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	2	Compensation	Approve Remuneration Report	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	3	Routine Business	Approve Final Dividend	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	4	Director Election	Re-elect Stefan Bomhard as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	5	Director Election	Re-elect Susan Clark as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	6	Director Election	Re-elect Ngozi Edozien as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	7	Director Election	Re-elect Therese Esperdy as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	8	Director Election	Re-elect Alan Johnson as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	9	Director Election	Re-elect Robert Kunze-Concewicz as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	10	Director Election	Re-elect Lukas Paravicini as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	11	Director Election	Re-elect Diane de Saint Victor as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	12	Director Election	Re-elect Jonathan Stanton as Director	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	13	Audit Related	Reappoint Ernst & Young LLP as Auditors	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	14	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	15	Compensation	Approve Share Matching Scheme	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	16	Social	Authorise UK Political Donations and Expenditure	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Imperial Brands Plc	01-Feb-23	Management	17	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	18	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	19	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
Imperial Brands Plc	01-Feb-23	Management	20	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
Infineon Technologies AG	16-Feb-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of EUR 0.32 per Share	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	3.1	Director Related	Approve Discharge of Management Board Member Jochen Hanebeck for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	3.2	Director Related	Approve Discharge of Management Board Member Constanze Hufenbecher for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	3.3	Director Related	Approve Discharge of Management Board Member Sven Schneider for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	3.4	Director Related	Approve Discharge of Management Board Member Andreas Urschitz (from June 1, 2022) for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	3.5	Director Related	Approve Discharge of Management Board Member Rutger Wijburg (from April 1, 2022) for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	3.6	Director Related	Approve Discharge of Management Board Member Reinhard Ploss (until March 31, 2022) for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	3.7	Director Related	Approve Discharge of Management Board Member Helmut Gassel (until May 31, 2022) for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.1	Director Related	Approve Discharge of Supervisory Board Member Wolfgang Eder for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.2	Director Related	Approve Discharge of Supervisory Board Member Xiaqun Clever for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.3	Director Related	Approve Discharge of Supervisory Board Member Johann Dechant for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.4	Director Related	Approve Discharge of Supervisory Board Member Friedrich Eichiner for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.5	Director Related	Approve Discharge of Supervisory Board Member Annette Engelfried for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.6	Director Related	Approve Discharge of Supervisory Board Member Peter Gruber for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.7	Director Related	Approve Discharge of Supervisory Board Member Hans-Ulrich Holdenried for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.8	Director Related	Approve Discharge of Supervisory Board Member Susanne Lachenmann for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.9	Director Related	Approve Discharge of Supervisory Board Member Geraldine Picaud for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.10	Director Related	Approve Discharge of Supervisory Board Member Manfred Puffer for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.11	Director Related	Approve Discharge of Supervisory Board Member Melanie Riedl for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.12	Director Related	Approve Discharge of Supervisory Board Member Juergen Scholz for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.13	Director Related	Approve Discharge of Supervisory Board Member Ulrich Spiesshofer for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.14	Director Related	Approve Discharge of Supervisory Board Member Margret Suckale for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.15	Director Related	Approve Discharge of Supervisory Board Member Mirco Synde (from June 1, 2023) for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.16	Director Related	Approve Discharge of Supervisory Board Member Diana Vitale for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	4.17	Director Related	Approve Discharge of Supervisory Board Member Kerstin Schulzendorf (until May 31, 2022) for Fiscal Year 2022	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	5	Audit Related	Ratify KPMG AG as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Reports for the First Half of Fiscal Year 2023	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	6.1	Director Election	Elect Herbert Diess to the Supervisory Board	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	6.2	Director Election	Elect Klaus Helmrich to the Supervisory Board	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	7	Capitalization	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	8	Capitalization	Authorize Use of Financial Derivatives when Repurchasing Shares	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	9.1	Routine Business	Amend Article Re: Location of Annual Meeting	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	9.2	Routine Business	Approve Virtual-Only Shareholder Meetings Until 2028	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to hold virtual only meetings, restricting meaningful exchange between the company and shareholders.

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Infineon Technologies AG	16-Feb-23	Management	9.3	Company Articles	Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	10	Compensation	Approve Remuneration Policy	For	For	For	No	No	
Infineon Technologies AG	16-Feb-23	Management	11	Compensation	Approve Remuneration Report	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	4	Routine Business	Approve Financial Statements, Allocation of Income, and Dividends of EUR 4 per Share	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	5	Compensation	Approve Remuneration Report	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	6	Director Related	Approve Discharge of Directors	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	7	Director Related	Approve Discharge of Auditors	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	8	Audit Related	Approve Auditors' Remuneration	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	9.1	Director Election	Reelect Koenraad Debackere as Independent Director	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	9.2	Director Election	Reelect Alain Bostoen as Director	For	Against	Against	Yes	No	
KBC Group SA/NV	04-May-23	Management	9.3	Director Election	Reelect Franky Depickere as Director	For	Against	Against	Yes	No	
KBC Group SA/NV	04-May-23	Management	9.4	Director Election	Reelect Frank Donck as Director	For	Against	Against	Yes	No	
KBC Group SA/NV	04-May-23	Management	9.5	Director Election	Elect Marc De Ceuster as Director	For	Against	Against	Yes	No	
KBC Group SA/NV	04-May-23	Management	9.6	Director Election	Elect Raf Sels as Director	For	Against	Against	Yes	No	
KBC Group SA/NV	04-May-23	Management	2.1	Capitalization	Authorization to Increase Share Capital within the Framework of Authorized Capital Without Preemptive Rights	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	2.2	Capitalization	Approve Issuance of Shares with Preemptive Rights	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	3	Company Articles	Amend Article 7 Re: Insert Transitional Provision	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	4	Company Articles	Amend Article 8 Re: Allocation of Share Premiums	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	5	Capitalization	Authorize Cancellation of Treasury Shares	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	6	Director Related	Amend Article 17 Re: Signing of Reports Recording the Decisions of the Board of Directors	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	7	Company Articles	Amend Article 20 Re: Powers of the Executive Committee	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	8	Company Articles	Amend Article 23 Re: Deletion of Transitional Provision	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	9	Routine Business	Approve Coordination of the Articles of Association and Authorize Filing of Required Documents/Formalities at Trade Registry	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	10	Routine Business	Authorize Implementation of Approved Resolutions	For	For	For	No	No	
KBC Group SA/NV	04-May-23	Management	11	Routine Business	Authorize Filing of Required Documents/Formalities at Trade Registry	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	1	Routine Business	Approve Allocation of Income, with a Final Dividend of JPY 150	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.1	Director Election	Elect Director Takizaki, Takemitsu	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.2	Director Election	Elect Director Nakata, Yu	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.3	Director Election	Elect Director Yamaguchi, Akiji	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.4	Director Election	Elect Director Yamamoto, Hiroaki	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.5	Director Election	Elect Director Nakano, Tetsuya	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.6	Director Election	Elect Director Yamamoto, Akinori	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.7	Director Election	Elect Director Taniguchi, Seiichi	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.8	Director Election	Elect Director Suenaga, Kumiko	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	2.9	Director Election	Elect Director Yoshioka, Michifumi	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	3	Director Related	Appoint Statutory Auditor Komura, Koichiro	For	For	For	No	No	
KEYENCE Corp.	14-Jun-23	Management	4	Director Related	Appoint Alternate Statutory Auditor Yamamoto, Masaharu	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	1	Routine Business	Approve Allocation of Income, with a Final Dividend of JPY 36.5	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	2	Company Articles	Amend Articles to Allow Virtual Only Shareholder Meetings	For	Against	Against	Yes	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.1	Director Election	Elect Director Isozaki, Yoshinori	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.2	Director Election	Elect Director Nishimura, Keisuke	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.3	Director Election	Elect Director Miyoshi, Toshiya	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.4	Director Election	Elect Director Minakata, Takeshi	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.5	Director Election	Elect Director Tsuboi, Junko	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.6	Director Election	Elect Director Mori, Masakatsu	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.7	Director Election	Elect Director Yanagi, Hiroyuki	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.8	Director Election	Elect Director Matsuda, Chieko	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.9	Director Election	Elect Director Shiono, Noriko	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.10	Director Election	Elect Director Rod Eddington	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.11	Director Election	Elect Director George Olcott	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	3.12	Director Election	Elect Director Katanozaka, Shinya	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	4.1	Director Related	Appoint Statutory Auditor Ishikura, Toru	For	For	For	No	No	
Kirin Holdings Co., Ltd.	30-Mar-23	Management	4.2	Director Related	Appoint Statutory Auditor Ando, Yoshiko	For	For	For	No	No	
Knorr-Bremse AG	05-May-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of EUR 1.45 per Share	For	For	For	No	No	
Knorr-Bremse AG	05-May-23	Management	3	Director Related	Approve Discharge of Management Board for Fiscal Year 2022	For	For	For	No	No	
Knorr-Bremse AG	05-May-23	Management	4	Director Related	Approve Discharge of Supervisory Board for Fiscal Year 2022	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Knorr-Bremse AG	05-May-23	Management	5	Audit Related	Ratify KPMG AG as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2023	For	For	For	No	No	
Knorr-Bremse AG	05-May-23	Management	6	Compensation	Approve Remuneration Report	For	Against	Against	Yes	No	
Knorr-Bremse AG	05-May-23	Management	7	Routine Business	Approve Virtual-Only Shareholder Meetings Until 2025	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to hold virtual only meetings, restricting meaningful exchange between the company and shareholders.
Knorr-Bremse AG	05-May-23	Management	8	Capitalization	Approve Creation of EUR 32.2 Million Pool of Authorized Capital with or without Exclusion of Preemptive Rights	For	For	For	No	No	
Knorr-Bremse AG	05-May-23	Management	9	Capitalization	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 1.5 Billion; Approve Creation of EUR 16.1 Million Pool of Capital to Guarantee Conversion Rights	For	For	For	No	No	
Knorr-Bremse AG	05-May-23	Management	10	Capitalization	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	For	For	For	No	No	
Knorr-Bremse AG	05-May-23	Management	11	Strategic Transactions	Approve Affiliation Agreement with Knorr-Bremse Systeme fuer Nutzfahrzeuge GmbH	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	3	Routine Business	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	4	Routine Business	Acknowledge Proper Convening of Meeting	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	5	Routine Business	Prepare and Approve List of Shareholders	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	7	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	8	Routine Business	Approve Allocation of Income and Dividends of EUR 1.7475 per Class A Share and EUR 1.75 per Class B Share	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	9	Director Related	Approve Discharge of Board and President	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	10	Compensation	Approve Remuneration Report (Advisory Vote)	For	Against	Against	Yes	No	
Kone Oyj	28-Feb-23	Management	11	Compensation	Approve Remuneration of Directors in the Amount of EUR 220,000 for Chairman, EUR 125,000 for Vice Chairman, and EUR 110,000 for Other Directors	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	12	Director Related	Fix Number of Directors at Nine	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	13.a	Director Election	Reelect Matti Alahuhta as Director	For	Against	Against	Yes	No	
Kone Oyj	28-Feb-23	Management	13.b	Director Election	Reelect Susan Duinhoven as Director	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	13.c	Director Election	Elect Marika Fredriksson as New Director	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	13.d	Director Election	Reelect Antti Herlin as Director	For	Against	Against	Yes	No	
Kone Oyj	28-Feb-23	Management	13.e	Director Election	Reelect Iiris Herlin as Director	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	13.f	Director Election	Reelect Jussi Herlin as Director	For	Against	Against	Yes	No	
Kone Oyj	28-Feb-23	Management	13.g	Director Election	Reelect Ravi Kant as Director	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	13.h	Director Election	Elect Marcela Manubens as New Director	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	13.i	Director Election	Reelect Krishna Mikkilineni as Director	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	14	Audit Related	Approve Remuneration of Auditors	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	15	Director Related	Elect One Auditor for the Term Ending on the Conclusion of AGM 2023	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	16	Audit Related	Ratify Ernst & Young as Auditors	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	17	Company Articles	Amend Articles Re: Company Business; General Meeting Participation	For	Against	Against	Yes	No	
Kone Oyj	28-Feb-23	Management	18	Capitalization	Authorize Share Repurchase Program	For	For	For	No	No	
Kone Oyj	28-Feb-23	Management	19	Capitalization	Approve Issuance of Shares and Options without Preemptive Rights	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	2	Routine Business	Approve Final Dividend	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	3	Environmental	Approve Climate Transition Plan	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	4	Director Election	Elect Carolyn Johnson as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	5	Director Election	Elect Tushar Morzaria as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	6	Director Election	Re-elect Henrietta Baldock as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	7	Director Election	Re-elect Nilufer Von Bismarck as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	8	Director Election	Re-elect Philip Broadley as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	9	Director Election	Re-elect Jeff Davies as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	10	Director Election	Re-elect Sir John Kingman as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	11	Director Election	Re-elect Lesley Knox as Director	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Legal & General Group Plc	18-May-23	Management	12	Director Election	Re-elect George Lewis as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	13	Director Election	Re-elect Ric Lewis as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	14	Director Election	Re-elect Laura Wade-Gery as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	15	Director Election	Re-elect Sir Nigel Wilson as Director	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	16	Audit Related	Reappoint KPMG LLP as Auditors	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	17	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	18	Compensation	Approve Remuneration Policy	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	19	Compensation	Approve Remuneration Report	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	20	Compensation	Approve Increase in Limit on the Aggregate Amount of Fees Payable to Directors	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	21	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	22	Capitalization	Authorise Issue of Equity in Connection with the Issue of Contingent Convertible Securities	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	23	Social	Authorise UK Political Donations and Expenditure	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	24	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	25	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	26	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with the Issue of Contingent Convertible Securities	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	27	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
Legal & General Group Plc	18-May-23	Management	28	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
Legrand SA	31-May-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
Legrand SA	31-May-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
Legrand SA	31-May-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 1.90 per Share	For	For	For	No	No	
Legrand SA	31-May-23	Management	4	Audit Related	Appoint Mazars as Auditor	For	For	For	No	No	
Legrand SA	31-May-23	Management	5	Compensation	Approve Compensation Report of Corporate Officers	For	For	For	No	No	
Legrand SA	31-May-23	Management	6	Compensation	Approve Compensation of Angeles Garcia-Poveda, Chairwoman of the Board	For	For	For	No	No	
Legrand SA	31-May-23	Management	7	Compensation	Approve Compensation of Benoit Coquart, CEO	For	For	For	No	No	
Legrand SA	31-May-23	Management	8	Compensation	Approve Remuneration Policy of Chairwoman of the Board	For	For	For	No	No	
Legrand SA	31-May-23	Management	9	Compensation	Approve Remuneration Policy of CEO	For	For	For	No	No	
Legrand SA	31-May-23	Management	10	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
Legrand SA	31-May-23	Management	11	Director Election	Reelect Isabelle Boccon-Gibod as Director	For	For	For	No	No	
Legrand SA	31-May-23	Management	12	Director Election	Reelect Benoit Coquart as Director	For	For	For	No	No	
Legrand SA	31-May-23	Management	13	Director Election	Reelect Angeles Garcia-Poveda as Director	For	For	For	No	No	
Legrand SA	31-May-23	Management	14	Director Election	Reelect Michel Landel as Director	For	For	For	No	No	
Legrand SA	31-May-23	Management	15	Director Election	Elect Valerie Chort as Director	For	For	For	No	No	
Legrand SA	31-May-23	Management	16	Director Election	Elect Clare Scherrer as Director	For	For	For	No	No	
Legrand SA	31-May-23	Management	17	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
Legrand SA	31-May-23	Management	18	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
Legrand SA	31-May-23	Management	19	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 6 per Share and an Extra of EUR 0.60 per Share to Long Term Registered Shares	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	4	Director Election	Reelect Sophie Bellon as Director	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	5	Director Election	Reelect Fabienne Dulac as Director	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	6	Compensation	Approve Remuneration of Directors in the Aggregate Amount of EUR 1.7 Million	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
L'Oreal SA	21-Apr-23	Management	7	Compensation	Approve Compensation Report of Corporate Officers	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
L'Oreal SA	21-Apr-23	Management	8	Compensation	Approve Compensation of Jean-Paul Agon, Chairman of the Board	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	9	Compensation	Approve Compensation of Nicolas Hieronimus, CEO	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	10	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	11	Compensation	Approve Remuneration Policy of Chairman of the Board	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	12	Compensation	Approve Remuneration Policy of CEO	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	13	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	14	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 149,852,237.36	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	15	Capitalization	Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	16	Capitalization	Authorize Capital Increase of up to 2 Percent of Issued Capital for Contributions in Kind	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	17	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	18	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	19	Strategic Transactions	Approve Contribution in Kind of 25,383,118 Shares from Affaires Marche France et Domaines d'Excellence and Luxury of Retail, their Valuation and Remuneration	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	20	Strategic Transactions	Approve Contribution in Kind of 1,277,836 Shares from l'Oreal International Distribution, its Valuation and Remuneration	For	For	For	No	No	
L'Oreal SA	21-Apr-23	Management	21	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 12.00 per Share	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	4	Non-Routine Business	Approve Auditors' Special Report on Related-Party Transactions	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	5	Director Election	Reelect Delphine Arnault as Director	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	6	Director Election	Reelect Antonio Belloni as Director	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	7	Director Election	Reelect Marie-Josée Kravis as Director	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	8	Director Election	Reelect Marie-Laure Sauty de Chalon as Director	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	9	Director Election	Reelect Natacha Valla as Director	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	10	Director Election	Elect Laurent Mignon as Director	For	For	Against	Yes	Yes	Recommend against due to over-boarding: Directors should have sufficient time to devote to board service to properly represent shareholders.
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	11	Director Related	Renew Appointment of Lord Powell of Bayswater as Censor	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	12	Director Related	Appoint Diego Della Valle as Censor	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	13	Compensation	Approve Compensation Report of Corporate Officers	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	14	Compensation	Approve Compensation of Bernard Arnault, Chairman and CEO	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	15	Compensation	Approve Compensation of Antonio Belloni, Vice-CEO	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	16	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	17	Compensation	Approve Remuneration Policy of Chairman and CEO	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	18	Compensation	Approve Remuneration Policy of Vice-CEO	For	Against	Against	Yes	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	19	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	20	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
LVMH Moet Hennessy Louis Vuitton SE	20-Apr-23	Management	21	Capitalization	Authorize Capitalization of Reserves of Up to EUR 20 Million for Bonus Issue or Increase in Par Value	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	22	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 20 Million	For	For	For	No	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	23	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights With Binding Priority Right up to Aggregate Nominal Amount of EUR 20 Million	For	Against	Against	Yes	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	24	Capitalization	Approve Issuance of Equity or Equity-Linked Securities for Qualified Investors, up to Aggregate Nominal Amount of EUR 20 Million	For	Against	Against	Yes	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	25	Capitalization	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	Against	Against	Yes	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	26	Capitalization	Authorize Capital Increase of Up to EUR 20 Million for Future Exchange Offers	For	Against	Against	Yes	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	27	Capitalization	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	For	For	No	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	28	Compensation	Authorize up to 1 Percent of Issued Capital for Use in Stock Option Plans Reserved for Employees and Corporate Officers	For	Against	Against	Yes	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	29	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No	No	
LVMH Moët Hennessy Louis Vuitton SE	20-Apr-23	Management	30	Capitalization	Set Total Limit for Capital Increase to Result from All Issuance Requests at EUR 20 Million	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	2	Routine Business	Approve Final Dividend	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	3	Director Election	Elect Wei Ching Lien as Director	For	For	Against	Yes	Yes	Recommend against due to concerns with the director's ability to serve as an effective monitor of management and in the best interests of shareholders.
Minth Group Limited	31-May-23	Management	4	Director Election	Elect Zhang Yuxia as Director	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	5	Director Election	Elect Mok Kwai Pui Bill as Director	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	6	Director Election	Elect Tatsunobu Sako as Director	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	7	Miscellaneous	Approve and Confirm the Service Contract, Including Remuneration, of Wei Ching Lien	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	8	Miscellaneous	Approve and Confirm the Service Contract, Including Remuneration, of Zhang Yuxia	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	9	Miscellaneous	Approve and Confirm the Service Contract, Including Remuneration, of Chin Chien Ya	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	10	Miscellaneous	Approve and Confirm the Terms of Appointment, Including Remuneration, of Wang Ching	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	11	Miscellaneous	Approve and Confirm the Terms of Appointment, Including Remuneration, of Chen Quan Shi	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	12	Miscellaneous	Approve and Confirm the Terms of Appointment, Including Remuneration, of Mok Kwai Pui Bill	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	13	Miscellaneous	Approve and Confirm the Terms of Appointment, Including Remuneration, of Tatsunobu Sako	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	14	Compensation	Authorize Board to Fix Remuneration of Directors	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	15	Audit Related	Approve Deloitte Touche Tohmatsu as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	16	Capitalization	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Against	Yes	No	
Minth Group Limited	31-May-23	Management	17	Capitalization	Authorize Repurchase of Issued Share Capital	For	For	For	No	No	
Minth Group Limited	31-May-23	Management	18	Capitalization	Authorize Reissuance of Repurchased Shares	For	Against	Against	Yes	No	
Minth Group Limited	31-May-23	Management	19	Company Articles	Adopt Amended and Restated Articles of Association	For	Against	Against	Yes	No	
Moncler SpA	18-Apr-23	Management	1.1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Moncler SpA	18-Apr-23	Management	1.2	Routine Business	Approve Allocation of Income	For	For	For	No	No	
Moncler SpA	18-Apr-23	Management	2	Compensation	Approve Second Section of the Remuneration Report	For	For	For	No	No	
Moncler SpA	18-Apr-23	Management	3	Capitalization	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	For	For	For	No	No	
Moncler SpA	18-Apr-23	Shareholder	4.1.1	Audit Related	Slate 1 Submitted by Double R Srl	None	For	For	No	No	
Moncler SpA	18-Apr-23	Shareholder	4.1.2	Audit Related	Slate 2 Submitted by Institutional Investors (Assogestioni)	None	Against	Against	No	No	
Moncler SpA	18-Apr-23	Shareholder	4.2	Audit Related	Appoint Chairman of Internal Statutory Auditors	None	For	For	No	No	
Moncler SpA	18-Apr-23	Shareholder	4.3	Director Related	Approve Internal Auditors' Remuneration	None	For	For	No	No	
Moncler SpA	18-Apr-23	Management	A	Director Related	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	None	Against	Against	No	No	
MTU Aero Engines AG	11-May-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of EUR 3.20 per Share	For	For	For	No	No	
MTU Aero Engines AG	11-May-23	Management	3	Director Related	Approve Discharge of Management Board for Fiscal Year 2022	For	For	For	No	No	
MTU Aero Engines AG	11-May-23	Management	4	Director Related	Approve Discharge of Supervisory Board for Fiscal Year 2022	For	For	For	No	No	
MTU Aero Engines AG	11-May-23	Management	5	Audit Related	Ratify KPMG AG as Auditors for Fiscal Year 2023	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
MTU Aero Engines AG	11-May-23	Management	6	Routine Business	Approve Virtual-Only Shareholder Meetings Until 2025	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to hold virtual only meetings, restricting meaningful exchange between the company and shareholders.
MTU Aero Engines AG	11-May-23	Management	7	Company Articles	Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission	For	For	For	No	No	
MTU Aero Engines AG	11-May-23	Management	8.1	Director Election	Elect Christine Bortenlaenger to the Supervisory Board	For	For	For	No	No	
MTU Aero Engines AG	11-May-23	Management	8.2	Director Election	Elect Marion Weissenberger-Eibl to the Supervisory Board	For	For	For	No	No	
MTU Aero Engines AG	11-May-23	Management	8.3	Director Election	Elect Ute Wolf to the Supervisory Board	For	For	For	No	No	
MTU Aero Engines AG	11-May-23	Management	9	Compensation	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommend against due to concerns with the structure of the LTIP.
Novartis AG	07-Mar-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	2	Director Related	Approve Discharge of Board and Senior Management	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of CHF 3.20 per Share	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	4	Capitalization	Approve CHF 63.1 Million Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	5	Capitalization	Authorize Repurchase of up to CHF 10 Billion in Issued Share Capital	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	6.1	Company Articles	Amend Articles Re: Electronic Participation; Virtual-Only Shareholder Meetings	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to potentially hold virtual only meetings.
Novartis AG	07-Mar-23	Management	6.2	Company Articles	Amend Articles of Association	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	6.3	Company Articles	Amend Articles of Association	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	7.1	Compensation	Approve Remuneration of Directors in the Amount of CHF 8.8 Million	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	7.2	Compensation	Approve Maximum Remuneration of Executive Committee in the Amount of CHF 90 Million	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	7.3	Compensation	Approve Remuneration Report	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.1	Director Election	Reelect Joerg Reinhardt as Director and Board Chair	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.2	Director Election	Reelect Nancy Andrews as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.3	Director Election	Reelect Ton Buechner as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.4	Director Election	Reelect Patrice Bula as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.5	Director Election	Reelect Elizabeth Doherty as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.6	Director Election	Reelect Bridgette Heller as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.7	Director Election	Reelect Daniel Hochstrasser as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.8	Director Election	Reelect Frans van Houten as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.9	Director Election	Reelect Simon Moroney as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.10	Director Election	Reelect Ana de Pro Gonzalo as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.11	Director Election	Reelect Charles Sawyers as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.12	Director Election	Reelect William Winters as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	8.13	Director Election	Elect John Young as Director	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	9.1	Director Related	Reappoint Patrice Bula as Member of the Compensation Committee	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	9.2	Director Related	Reappoint Bridgette Heller as Member of the Compensation Committee	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	9.3	Director Related	Reappoint Simon Moroney as Member of the Compensation Committee	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	9.4	Director Related	Reappoint William Winters as Member of the Compensation Committee	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	10	Audit Related	Ratify KPMG AG as Auditors	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	11	Routine Business	Designate Peter Zahn as Independent Proxy	For	For	For	No	No	
Novartis AG	07-Mar-23	Management	12	Routine Business	Transact Other Business (Voting)	For	Against	Against	Yes	No	
Partners Group Holding AG	24-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of CHF 37.00 per Share	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	3	Director Related	Approve Discharge of Board and Senior Management	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	4.1	Routine Business	Amend Corporate Purpose	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	4.2	Routine Business	Approve Virtual-Only or Hybrid Shareholder Meetings	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to potentially hold virtual only meetings.
Partners Group Holding AG	24-May-23	Management	4.3	Company Articles	Amend Articles of Association	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	4.4	Company Articles	Amend Articles Re: Restriction on Share Transferability	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	5	Compensation	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommend against due to concerns with the structure of the LTIP.
Partners Group Holding AG	24-May-23	Management	6.1	Compensation	Approve Fixed Remuneration of Directors in the Amount of CHF 3.5 Million	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	6.2	Compensation	Approve Variable Long-Term Remuneration of Executive Directors in the Amount of CHF 6.8 Million	For	For	For	No	No	

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Partners Group Holding AG	24-May-23	Management	6.3	Compensation	Approve Technical Non-Financial Remuneration of Directors in the Amount of CHF 13.3 Million	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	6.4	Compensation	Approve Remuneration Budget of Executive Committee in the Amount of CHF 13 Million	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	6.5	Compensation	Approve Variable Long-Term Remuneration of Executive Committee in the Amount of CHF 23.9 Million	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	6.6	Compensation	Approve Technical Non-Financial Remuneration of Executive Committee in the Amount of CHF 90,000	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.1	Director Election	Reelect Steffen Meister as Director and Board Chair	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.2	Director Election	Reelect Marcel Erni as Director	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.3	Director Election	Reelect Alfred Gantner as Director	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.4	Director Election	Reelect Anne Lester as Director	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.5	Director Election	Elect Gaelle Olivier as Director	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.6	Director Election	Reelect Martin Strobel as Director	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.7	Director Election	Reelect Urs Wietlisbach as Director	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.1.8	Director Election	Reelect Flora Zhao as Director	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.2.1	Director Related	Reappoint Flora Zhao as Member of the Nomination and Compensation Committee	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.2.2	Director Related	Reappoint Anne Lester as Member of the Nomination and Compensation Committee	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.2.3	Director Related	Reappoint Martin Strobel as Member of the Nomination and Compensation Committee	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.3	Routine Business	Designate Hotz & Goldmann as Independent Proxy	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	7.4	Audit Related	Ratify KPMG AG as Auditors	For	For	For	No	No	
Partners Group Holding AG	24-May-23	Management	8	Routine Business	Transact Other Business (Voting)	For	Against	Against	Yes	No	
Prudential Plc	25-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Prudential Plc	25-May-23	Management	2	Compensation	Approve Remuneration Report	For	For	For	No	No	
Prudential Plc	25-May-23	Management	3	Compensation	Approve Remuneration Policy	For	For	For	No	No	
Prudential Plc	25-May-23	Management	4	Director Election	Elect Arijit Basu as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	5	Director Election	Elect Claudia Dyckerhoff as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	6	Director Election	Elect Anil Wadhvani as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	7	Director Election	Re-elect Shriti Vadera as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	8	Director Election	Re-elect Jeremy Anderson as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	9	Director Election	Re-elect Chua Sock Koong as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	10	Director Election	Re-elect David Law as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	11	Director Election	Re-elect Ming Lu as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	12	Director Election	Re-elect George Sartorel as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	13	Director Election	Re-elect Jeanette Wong as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	14	Director Election	Re-elect Amy Yip as Director	For	For	For	No	No	
Prudential Plc	25-May-23	Management	15	Audit Related	Appoint Ernst & Young LLP as Auditors	For	For	For	No	No	
Prudential Plc	25-May-23	Management	16	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
Prudential Plc	25-May-23	Management	17	Social	Authorise UK Political Donations and Expenditure	For	For	For	No	No	
Prudential Plc	25-May-23	Management	18	Compensation	Approve Sharesave Plan	For	For	For	No	No	
Prudential Plc	25-May-23	Management	19	Compensation	Approve Long Term Incentive Plan	For	For	For	No	No	
Prudential Plc	25-May-23	Management	20	Compensation	Approve International Savings-Related Share Option Scheme for Non-Employees	For	For	For	No	No	
Prudential Plc	25-May-23	Management	21	Compensation	Approve the ISSOSNE Service Provider Sublimit	For	For	For	No	No	
Prudential Plc	25-May-23	Management	22	Compensation	Approve Agency Long Term Incentive Plan	For	For	For	No	No	
Prudential Plc	25-May-23	Management	23	Compensation	Approve the Agency LTIP Service Provider Sublimit	For	For	For	No	No	
Prudential Plc	25-May-23	Management	24	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
Prudential Plc	25-May-23	Management	25	Capitalization	Authorise Issue of Equity to Include Repurchased Shares	For	For	For	No	No	
Prudential Plc	25-May-23	Management	26	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
Prudential Plc	25-May-23	Management	27	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No	No	
Prudential Plc	25-May-23	Management	28	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
Prudential Plc	25-May-23	Management	29	Company Articles	Adopt New Articles of Association	For	For	For	No	No	

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Prudential Plc	25-May-23	Management	30	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
QIAGEN NV	22-Jun-23	Management	1	Routine Business	Adopt Financial Statements and Statutory Reports	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	2	Compensation	Approve Remuneration Report	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	3	Director Related	Approve Discharge of Management Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	4	Director Related	Approve Discharge of Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.a	Director Election	Reelect Metin Colpan to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.b	Director Election	Reelect Toralf Haag to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.c	Director Election	Reelect Ross L. Levine to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.d	Director Election	Reelect Elaine Mardis to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.e	Director Election	Reelect Eva Pisa to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.f	Director Election	Reelect Lawrence A. Rosen to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.g	Director Election	Reelect Stephen H. Rusckowski to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	5.h	Director Election	Reelect Elizabeth E. Tallett to Supervisory Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	6.a	Director Related	Reelect Thierry Bernard to Management Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	6.b	Director Related	Reelect Roland Sackers to Management Board	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	7	Audit Related	Reappoint KPMG Accountants N.V. as Auditors	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	8.a	Capitalization	Grant Supervisory Board Authority to Issue Shares	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	8.b	Capitalization	Authorize Supervisory Board to Exclude Preemptive Rights from Share Issuances	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	9	Capitalization	Authorize Repurchase of Shares	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	10	Miscellaneous	Approve Discretionary Rights for the Managing Board to Implement Capital Repayment by Means of Synthetic Share	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	11	Capitalization	Approve Cancellation of Shares	For	For	For	No	No	
QIAGEN NV	22-Jun-23	Management	12	Compensation	Approve QIAGEN N.V. 2023 Stock Plan	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	2	Compensation	Approve Remuneration Report	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	3	Routine Business	Approve Final Dividend	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	4	Director Election	Re-elect Andrew Bonfield as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	5	Director Election	Re-elect Olivier Bohuon as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	6	Director Election	Re-elect Jeff Carr as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	7	Director Election	Re-elect Margherita Della Valle as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	8	Director Election	Re-elect Nicandro Durante as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	9	Director Election	Re-elect Mary Harris as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	10	Director Election	Re-elect Mehmood Khan as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	11	Director Election	Re-elect Pam Kirby as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	12	Director Election	Re-elect Chris Sinclair as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	13	Director Election	Re-elect Elane Stock as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	14	Director Election	Re-elect Alan Stewart as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	15	Director Election	Elect Jeremy Darroch as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	16	Director Election	Elect Tamara Ingram as Director	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	17	Audit Related	Reappoint KPMG LLP as Auditors	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	18	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	19	Social	Authorise UK Political Donations and Expenditure	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	20	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	21	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	22	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Reckitt Benckiser Group Plc	03-May-23	Management	23	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
Reckitt Benckiser Group Plc	03-May-23	Management	24	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
RELX Plc	20-Apr-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	2	Compensation	Approve Remuneration Policy	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	3	Compensation	Approve Remuneration Report	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	4	Routine Business	Approve Final Dividend	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	5	Audit Related	Reappoint Ernst & Young LLP as Auditors	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	6	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	7	Director Election	Elect Alistair Cox as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	8	Director Election	Re-elect Paul Walker as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	9	Director Election	Re-elect June Felix as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	10	Director Election	Re-elect Erik Engstrom as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	11	Director Election	Re-elect Charlotte Hogg as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	12	Director Election	Re-elect Marike van Lier Lels as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	13	Director Election	Re-elect Nick Luff as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	14	Director Election	Re-elect Robert MacLeod as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	15	Director Election	Re-elect Andrew Sukaway as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	16	Director Election	Re-elect Suzanne Wood as Director	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	17	Compensation	Approve Long-Term Incentive Plan	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	18	Compensation	Approve Executive Share Ownership Scheme	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	19	Compensation	Approve Sharesave Plan	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	20	Compensation	Approve Employee Share Purchase Plan	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	21	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	22	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	23	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	24	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
RELX Plc	20-Apr-23	Management	25	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
Safran SA	25-May-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
Safran SA	25-May-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
Safran SA	25-May-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 1.35 per Share	For	For	For	No	No	
Safran SA	25-May-23	Management	4	Non-Routine Business	Approve Transaction with Airbus SE, Tikehau ACE Capital, AD Holding and the State	For	For	For	No	No	
Safran SA	25-May-23	Management	5	Director Election	Ratify Appointment of Alexandre Lahousse as Director	For	For	For	No	No	
Safran SA	25-May-23	Management	6	Director Election	Ratify Appointment of Robert Peugeot as Director	For	For	For	No	No	
Safran SA	25-May-23	Management	7	Director Election	Reelect Ross McInnes as Director	For	For	For	No	No	
Safran SA	25-May-23	Management	8	Director Election	Reelect Olivier Andries as Director	For	For	For	No	No	
Safran SA	25-May-23	Management	9	Director Election	Elect Fabrice Bregier as Director	For	For	For	No	No	
Safran SA	25-May-23	Management	10	Director Election	Reelect Laurent Guillot as Director	For	For	For	No	No	
Safran SA	25-May-23	Management	11	Director Election	Reelect Alexandre Lahousse as Director	For	For	For	No	No	
Safran SA	25-May-23	Management	12	Compensation	Approve Compensation of Ross McInnes, Chairman of the Board	For	For	For	No	No	
Safran SA	25-May-23	Management	13	Compensation	Approve Compensation of Olivier Andries, CEO	For	For	For	No	No	
Safran SA	25-May-23	Management	14	Compensation	Approve Compensation Report of Corporate Officers	For	For	For	No	No	
Safran SA	25-May-23	Management	15	Compensation	Approve Remuneration Policy of Chairman of the Board	For	For	For	No	No	
Safran SA	25-May-23	Management	16	Compensation	Approve Remuneration Policy of CEO	For	For	For	No	No	
Safran SA	25-May-23	Management	17	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
Safran SA	25-May-23	Management	18	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
Safran SA	25-May-23	Management	19	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 20 Million	For	For	For	No	No	
Safran SA	25-May-23	Management	20	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 8 Million	For	For	For	No	No	
Safran SA	25-May-23	Management	21	Capitalization	Authorize Capital Increase of Up to EUR 8 Million for Future Exchange Offers	For	For	For	No	No	
Safran SA	25-May-23	Management	22	Capitalization	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 8 Million	For	For	For	No	No	

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Safran SA	25-May-23	Management	23	Capitalization	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 19-22	For	For	For	No	No	
Safran SA	25-May-23	Management	24	Capitalization	Authorize Capitalization of Reserves of Up to EUR 12.5 Million for Bonus Issue or Increase in Par Value	For	For	For	No	No	
Safran SA	25-May-23	Management	25	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No	No	
Safran SA	25-May-23	Management	26	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
Safran SA	25-May-23	Management	27	Compensation	Authorize up to 0.4 Percent of Issued Capital for Use in Restricted Stock Plans With Performance Conditions Attached	For	For	For	No	No	
Safran SA	25-May-23	Management	28	Compensation	Authorize up to 0.3 Percent of Issued Capital for Use in Restricted Stock Plans	For	For	For	No	No	
Safran SA	25-May-23	Management	29	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	
Samsung Electronics Co., Ltd.	15-Mar-23	Management	1	Routine Business	Approve Financial Statements and Allocation of Income	For	For	For	No	No	
Samsung Electronics Co., Ltd.	15-Mar-23	Management	2	Director Election	Elect Han Jong-hui as Inside Director	For	For	For	No	No	
Samsung Electronics Co., Ltd.	15-Mar-23	Management	3	Compensation	Approve Total Remuneration of Inside Directors and Outside Directors	For	For	For	No	No	
Sanofi	25-May-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
Sanofi	25-May-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
Sanofi	25-May-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 3.56 per Share	For	For	For	No	No	
Sanofi	25-May-23	Management	4	Director Election	Elect Frederic Oudea as Director	For	For	For	No	No	
Sanofi	25-May-23	Management	5	Compensation	Approve Compensation Report of Corporate Officers	For	For	For	No	No	
Sanofi	25-May-23	Management	6	Compensation	Approve Compensation of Serge Weinberg, Chairman of the Board	For	For	For	No	No	
Sanofi	25-May-23	Management	7	Compensation	Approve Compensation of Paul Hudson, CEO	For	For	Against	Yes	Yes	Recommend against due to concerns with the compensation plan structure.
Sanofi	25-May-23	Management	8	Compensation	Approve Remuneration of Directors in the Aggregate Amount of EUR 2.5 Million	For	For	For	No	No	
Sanofi	25-May-23	Management	9	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
Sanofi	25-May-23	Management	10	Compensation	Approve Remuneration Policy of Chairman of the Board	For	For	For	No	No	
Sanofi	25-May-23	Management	11	Compensation	Approve Remuneration Policy of CEO	For	For	Against	Yes	Yes	Recommend against due to concerns with the compensation plan structure.
Sanofi	25-May-23	Management	12	Audit Related	Renew Appointment of PricewaterhouseCoopers Audit as Auditor	For	For	For	No	No	
Sanofi	25-May-23	Management	13	Routine Business	Ratify Change Location of Registered Office to 46, Avenue de la Grande Arme, 75017 Paris and Amend Article 4 of Bylaws Accordingly	For	For	For	No	No	
Sanofi	25-May-23	Management	14	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
Sanofi	25-May-23	Management	15	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
Sanofi	25-May-23	Management	16	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 997 Million	For	For	For	No	No	
Sanofi	25-May-23	Management	17	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 240 Million	For	For	For	No	No	
Sanofi	25-May-23	Management	18	Capitalization	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 240 Million	For	For	For	No	No	
Sanofi	25-May-23	Management	19	Capitalization	Approve Issuance of Debt Securities Giving Access to New Shares of Subsidiaries and/or Debt Securities, up to Aggregate Amount of EUR 7 Billion	For	For	For	No	No	
Sanofi	25-May-23	Management	20	Capitalization	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 16-18	For	For	For	No	No	
Sanofi	25-May-23	Management	21	Capitalization	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	For	For	No	No	
Sanofi	25-May-23	Management	22	Capitalization	Authorize Capitalization of Reserves of Up to EUR 500 Million for Bonus Issue or Increase in Par Value	For	For	For	No	No	
Sanofi	25-May-23	Management	23	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No	No	
Sanofi	25-May-23	Management	24	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	
SAP SE	11-May-23	Management	2	Routine Business	Approve Allocation of Income and Dividends of EUR 2.05 per Share	For	For	For	No	No	
SAP SE	11-May-23	Management	3	Director Related	Approve Discharge of Management Board for Fiscal Year 2022	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
SAP SE	11-May-23	Management	4	Director Related	Approve Discharge of Supervisory Board for Fiscal Year 2022	For	For	For	No	No	
SAP SE	11-May-23	Management	5	Compensation	Approve Remuneration Report	For	For	Against	Yes	Yes	Recommend against due to concerns with the compensation plan structure.
SAP SE	11-May-23	Management	6	Capitalization	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	For	For	For	No	No	
SAP SE	11-May-23	Management	7	Capitalization	Authorize Use of Financial Derivatives when Repurchasing Shares	For	For	For	No	No	
SAP SE	11-May-23	Management	8.1	Director Election	Elect Jennifer Xin-Zhe Li to the Supervisory Board	For	For	For	No	No	
SAP SE	11-May-23	Management	8.2	Director Election	Elect Qi Lu to the Supervisory Board	For	For	For	No	No	
SAP SE	11-May-23	Management	8.3	Director Election	Elect Punit Renjen to the Supervisory Board	For	For	For	No	No	
SAP SE	11-May-23	Management	9	Compensation	Approve Remuneration Policy for the Management Board	For	For	For	No	No	
SAP SE	11-May-23	Management	10	Compensation	Approve Remuneration Policy for the Supervisory Board	For	For	For	No	No	
SAP SE	11-May-23	Management	11.1	Routine Business	Approve Virtual-Only Shareholder Meetings Until 2025	For	For	Against	Yes	Yes	Recommend against as the proposal will authorize the company to hold virtual only meetings, restricting meaningful exchange between the company and
SAP SE	11-May-23	Management	11.2	Company Articles	Amend Articles Re: Participation of Supervisory Board Members in the Virtual Annual General Meeting by Means of Audio and Video Transmission	For	For	For	No	No	
Shell Plc	23-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Shell Plc	23-May-23	Management	2	Compensation	Approve Remuneration Policy	For	For	For	No	No	
Shell Plc	23-May-23	Management	3	Compensation	Approve Remuneration Report	For	For	For	No	No	
Shell Plc	23-May-23	Management	4	Director Election	Elect Wael Sawan as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	5	Director Election	Elect Cyrus Taraporevala as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	6	Director Election	Elect Sir Charles Roxburgh as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	7	Director Election	Elect Leena Srivastava as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	8	Director Election	Re-elect Sinead Gorman as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	9	Director Election	Re-elect Dick Boer as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	10	Director Election	Re-elect Neil Carson as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	11	Director Election	Re-elect Ann Godbehere as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	12	Director Election	Re-elect Jane Lute as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	13	Director Election	Re-elect Catherine Hughes as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	14	Director Election	Re-elect Sir Andrew Mackenzie as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	15	Director Election	Re-elect Abraham Schot as Director	For	For	For	No	No	
Shell Plc	23-May-23	Management	16	Audit Related	Reappoint Ernst & Young LLP as Auditors	For	For	For	No	No	
Shell Plc	23-May-23	Management	17	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
Shell Plc	23-May-23	Management	18	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
Shell Plc	23-May-23	Management	19	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
Shell Plc	23-May-23	Management	20	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
Shell Plc	23-May-23	Management	21	Capitalization	Authorise Off-Market Purchase of Ordinary Shares	For	For	For	No	No	
Shell Plc	23-May-23	Management	22	Social	Authorise UK Political Donations and Expenditure	For	For	For	No	No	
Shell Plc	23-May-23	Management	23	Company Articles	Adopt New Articles of Association	For	For	For	No	No	
Shell Plc	23-May-23	Management	24	Compensation	Approve Share Plan	For	For	For	No	No	
Shell Plc	23-May-23	Management	25	Environmental	Approve the Shell Energy Transition Progress	For	For	For	No	No	
Shell Plc	23-May-23	Shareholder	26	Environmental	Request Shell to Align its Existing 2030 Reduction Target Covering the Greenhouse Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement	Against	Against	Against	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	1	Routine Business	Approve Allocation of Income, with a Final Dividend of JPY 75	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.1	Director Election	Elect Director Uotani, Masahiko	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.2	Director Election	Elect Director Fujiwara, Kentaro	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.3	Director Election	Elect Director Suzuki, Yukari	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.4	Director Election	Elect Director Tadakawa, Norio	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.5	Director Election	Elect Director Yokota, Takayuki	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.6	Director Election	Elect Director Oishi, Kanoko	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.7	Director Election	Elect Director Iwahara, Shinsaku	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.8	Director Election	Elect Director Charles D. Lake II	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.9	Director Election	Elect Director Tokuno, Mariko	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	2.10	Director Election	Elect Director Hatanaka, Yoshihiko	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	3.1	Director Related	Appoint Statutory Auditor Anno, Hiromi	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	3.2	Director Related	Appoint Statutory Auditor Goto, Yasuko	For	For	For	No	No	
Shiseido Co., Ltd.	24-Mar-23	Management	4	Compensation	Approve Performance Share Plan	For	For	For	No	No	
SK hynix, Inc.	29-Mar-23	Management	1	Routine Business	Approve Financial Statements and Allocation of Income	For	For	For	No	No	
SK hynix, Inc.	29-Mar-23	Management	2.1	Director Election	Elect Han Ae-ra as Outside Director	For	For	For	No	No	
SK hynix, Inc.	29-Mar-23	Management	2.2	Director Election	Elect Kim Jeong-won as Outside Director	For	For	For	No	No	
SK hynix, Inc.	29-Mar-23	Management	2.3	Director Election	Elect Jeong Deok-gyun as Outside Director	For	For	For	No	No	
SK hynix, Inc.	29-Mar-23	Management	3.1	Director Related	Elect Han Ae-ra as a Member of Audit Committee	For	For	For	No	No	
SK hynix, Inc.	29-Mar-23	Management	3.2	Director Related	Elect Kim Jeong-won as a Member of Audit Committee	For	For	For	No	No	
SK hynix, Inc.	29-Mar-23	Management	4	Director Election	Elect Park Seong-ha as Non-Independent Non-Executive Director	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
SK hynix, Inc.	29-Mar-23	Management	5	Compensation	Approve Total Remuneration of Inside Directors and Outside Directors	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	1	Routine Business	Approve Allocation of Income, with a Final Dividend of JPY 450	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.1	Director Election	Elect Director Takada, Yoshihiki	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.2	Director Election	Elect Director Doi, Yoshitada	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.3	Director Election	Elect Director Isoe, Toshio	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.4	Director Election	Elect Director Ota, Masahiro	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.5	Director Election	Elect Director Maruyama, Susumu	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.6	Director Election	Elect Director Samuel Neff	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.7	Director Election	Elect Director Ogura, Koji	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.8	Director Election	Elect Director Kelley Stacy	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.9	Director Election	Elect Director Kaizu, Masanobu	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.10	Director Election	Elect Director Kagawa, Toshiharu	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.11	Director Election	Elect Director Iwata, Yoshiko	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	2.12	Director Election	Elect Director Miyazaki, Kyoichi	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	3.1	Director Related	Appoint Statutory Auditor Chiba, Takemasa	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	3.2	Director Related	Appoint Statutory Auditor Toyoshi, Arata	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	3.3	Director Related	Appoint Statutory Auditor Uchikawa, Haruya	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	4	Audit Related	Appoint Ernst & Young ShinNihon LLC as New External Audit Firm	For	For	For	No	No	
SMC Corp. (Japan)	29-Jun-23	Management	5	Compensation	Approve Trust-Type Equity Compensation Plan	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	2	Routine Business	Approve Final Dividend	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	3	Compensation	Approve Remuneration Policy	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	4	Compensation	Approve Remuneration Report	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
St. James's Place Plc	18-May-23	Management	5	Director Election	Re-elect Andrew Croft as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	6	Director Election	Re-elect Craig Gentle as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	7	Director Election	Re-elect Emma Griffin as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	8	Director Election	Re-elect Rosemary Hilary as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	9	Director Election	Re-elect Lesley-Ann Nash as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	10	Director Election	Re-elect Paul Manduca as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	11	Director Election	Re-elect John Hitchins as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	12	Director Election	Elect Dominic Burke as Director	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	13	Audit Related	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	14	Audit Related	Authorise the Group Audit Committee to Fix Remuneration of Auditors	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	15	Capitalization	Authorise Issue of Equity	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	16	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	17	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For	No	No	
St. James's Place Plc	18-May-23	Management	18	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against	Yes	Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
Svenska Handelsbanken AB	22-Mar-23	Management	2	Routine Business	Elect Chairman of Meeting	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	3	Routine Business	Prepare and Approve List of Shareholders	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	4	Routine Business	Approve Agenda of Meeting	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	5	Routine Business	Designate Inspector(s) of Minutes of Meeting	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	6	Routine Business	Acknowledge Proper Convening of Meeting	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	8	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	9	Routine Business	Approve Allocation of Income and Dividends of SEK 5.50 Per Share; Special Dividend of SEK 2.50	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	10	Compensation	Approve Remuneration Report	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	11	Director Related	Approve Discharge of Board and President	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	12	Capitalization	Authorize Repurchase of up to 120 Million Class A and/or B Shares and Reissuance of Repurchased Shares	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	13	Capitalization	Authorize Share Repurchase Program	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	14	Capitalization	Approve Issuance of Convertible Capital Instruments Corresponding to a Maximum of 198 Million Shares without Preemptive Rights	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	15	Director Related	Determine Number of Directors (10)	For	For	For	No	No	

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Svenska Handelsbanken AB	22-Mar-23	Management	16	Director Related	Determine Number of Auditors (2)	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	17	Compensation	Approve Remuneration of Directors in the Amount of SEK 3.75 Million for Chair, SEK 1.1 Million for Vice Chair and SEK 765,000 for Other Directors; Approve Remuneration for Committee Work	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	18.1	Director Election	Reelect Jon Fredrik Baksas as Director	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
Svenska Handelsbanken AB	22-Mar-23	Management	18.2	Director Election	Reelect Helene Barnekow as Director	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	18.3	Director Election	Reelect Stina Bergfors as Director	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	18.4	Director Election	Reelect Hans Biorck as Director	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	18.5	Director Election	Reelect Par Boman as Director	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
Svenska Handelsbanken AB	22-Mar-23	Management	18.6	Director Election	Reelect Kerstin Hessius as Director	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	18.7	Director Election	Reelect Fredrik Lundberg as Director	For	Against	Against	Yes	No	
Svenska Handelsbanken AB	22-Mar-23	Management	18.8	Director Election	Reelect Ulf Riese as Director	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
Svenska Handelsbanken AB	22-Mar-23	Management	18.9	Director Election	Reelect Arja Taaveniku as Director	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	18.10	Director Election	Reelect Carina Akerstromas Director	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	19	Director Related	Reelect Par Boman as Board Chairman	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
Svenska Handelsbanken AB	22-Mar-23	Management	20.1	Audit Related	Ratify PricewaterhouseCoopers as Auditors	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Management	20.2	Audit Related	Ratify Deloitte as Auditors	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
Svenska Handelsbanken AB	22-Mar-23	Management	21	Director Related	Approve Proposal Concerning the Appointment of Auditors in Foundations Without Own Management	For	For	For	No	No	
Svenska Handelsbanken AB	22-Mar-23	Shareholder	22	Miscellaneous	Amend Bank's Mainframe Computers Software	None	Against	Against	No	No	
Svenska Handelsbanken AB	22-Mar-23	Shareholder	23	Miscellaneous	Approve Formation of Integration Institute	None	Against	Against	No	No	
Taiwan Semiconductor Manufacturing Co., Ltd.	06-Jun-23	Management	1	Routine Business	Approve Business Operations Report and Financial Statements	For	For	For	No	No	
Taiwan Semiconductor Manufacturing Co., Ltd.	06-Jun-23	Management	2	Compensation	Approve Issuance of Restricted Stocks	For	For	For	No	No	
Taiwan Semiconductor Manufacturing Co., Ltd.	06-Jun-23	Management	3	Strategic Transactions	Amend Procedures for Endorsement and Guarantees	For	Against	For	No	Yes	Recommend support as there are no material concerns regarding this proposal.
Taiwan Semiconductor Manufacturing Co., Ltd.	06-Jun-23	Management	4	Company Articles	Amend the Name of Audit Committee in the Policies (I)Procedures for Acquisition or Disposal of Assets (II)Procedures for Financial Derivatives Transactions (III)Procedures for Lending Funds to Other Parties (IV)Procedures for Endorsement and Guarantee	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 3.85 per Share	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	4	Non-Routine Business	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	5	Compensation	Approve Compensation Report of Corporate Officers	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	6	Compensation	Approve Compensation of Daniel Julien, Chairman and CEO	For	For	Against	Yes	Yes	Recommend against due concerns with the quantum of pay and concerns with the structure of the STIP and LTIP.
Teleperformance SE	13-Apr-23	Management	7	Compensation	Approve Compensation of Olivier Rigaudy, Vice-CEO	For	For	Against	Yes	Yes	Recommend against due concerns with the quantum of pay and concerns with the structure of the STIP and LTIP.
Teleperformance SE	13-Apr-23	Management	8	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	9	Compensation	Approve Remuneration Policy of Chairman and CEO	For	For	Against	Yes	Yes	Recommend against due concerns with the quantum of pay and concerns with the structure of the STIP and LTIP.
Teleperformance SE	13-Apr-23	Management	10	Compensation	Approve Remuneration Policy of Vice-CEO	For	For	Against	Yes	Yes	Recommend against due concerns with the quantum of pay and concerns with the structure of the STIP and LTIP.
Teleperformance SE	13-Apr-23	Management	11	Director Election	Reelect Christobel Selecky as Director	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	12	Director Election	Reelect Angela Maria Sierra-Moreno as Director	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	13	Director Election	Reelect Jean Guez as Director	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	14	Director Election	Elect Varun Bery as Director	For	For	For	No	No	

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Teleperformance SE	13-Apr-23	Management	15	Director Election	Elect Bhupender Singh as Director	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	16	Audit Related	Appoint PricewaterhouseCoopers Audit SAS as Auditor	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	17	Audit Related	Renew Appointment of Deloitte & Associates SA as Auditor	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	18	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	19	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	20	Capitalization	Authorize Capitalization of Reserves of Up to EUR 142 Million for Bonus Issue or Increase in Par Value	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	21	Capitalization	Authorize Capital Increase for Contributions in Kind, up to Aggregate Nominal Amount of EUR 7.2 Million	For	For	For	No	No	
Teleperformance SE	13-Apr-23	Management	22	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	
Thales SA	10-May-23	Management	1	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
Thales SA	10-May-23	Management	2	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
Thales SA	10-May-23	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 2.94 per Share	For	For	For	No	No	
Thales SA	10-May-23	Management	4	Compensation	Approve Compensation of Patrice Caine, Chairman and CEO	For	For	For	No	No	
Thales SA	10-May-23	Management	5	Compensation	Approve Compensation Report of Corporate Officers	For	For	For	No	No	
Thales SA	10-May-23	Management	6	Compensation	Approve Remuneration Policy of Chairman and CEO	For	For	For	No	No	
Thales SA	10-May-23	Management	7	Compensation	Approve Remuneration Policy of Directors	For	For	For	No	No	
Thales SA	10-May-23	Management	8	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
Thales SA	10-May-23	Management	9	Compensation	Authorize up to 0.96 Percent of Issued Capital for Use in Restricted Stock Plans	For	For	For	No	No	
Thales SA	10-May-23	Management	10	Compensation	Authorize up to 0.04 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Chairman and CEO	For	For	For	No	No	
Thales SA	10-May-23	Management	11	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
Thales SA	10-May-23	Management	12	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	
Thales SA	10-May-23	Management	13	Director Election	Elect Marianna Nitsch as Director	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1a	Director Election	Elect Director Michael L. Rose	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1b	Director Election	Elect Director Brian G. Robinson	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1c	Director Election	Elect Director Jill T. Angevine	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1d	Director Election	Elect Director William D. Armstrong	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1e	Director Election	Elect Director Lee A. Baker	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1f	Director Election	Elect Director John W. Elick	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1g	Director Election	Elect Director Andrew B. MacDonald	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1h	Director Election	Elect Director Lucy M. Miller	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1i	Director Election	Elect Director Janet L. Weiss	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	1j	Director Election	Elect Director Ronald C. Wigham	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	2	Audit Related	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	No	No	
Tourmaline Oil Corp.	07-Jun-23	Management	3	Compensation	Re-approve Stock Option Plan	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	2.a	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	2.b	Director Related	Approve Discharge of Management and Board	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	3	Routine Business	Approve Allocation of Income and Omission of Dividends	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	4	Compensation	Approve Remuneration Report (Advisory Vote)	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	5	Compensation	Approve Remuneration of Directors in the Amount of DKK 1.35 Million for Chairman, DKK 900,000 for Vice Chairman, and DKK 450,000 for Other Directors; Approve Remuneration for Committee Work	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	6.a	Capitalization	Approve DKK 99 Million Reduction in Share Capital via Share Cancellation	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	6.b	Capitalization	Approve Creation of DKK 317.4 Million Pool of Capital with Preemptive Rights; Approve Creation of DKK 314.4 Million Pool of Capital without Preemptive Rights; Maximum Increase in Share Capital under Both Authorizations up to DKK 314.4 Million	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	6.c	Capitalization	Authorize Share Repurchase Program	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	6.d	Compensation	Approve Guidelines for Incentive-Based Compensation for Executive Management and Board	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	7.1	Director Election	Reelect Jukka Pertola as Member of Board	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	7.2	Director Election	Reelect Mari Thjomoe as Member of Board	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	7.3	Director Election	Reelect Carl-Viggo Ostlund as Member of Board	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	7.4	Director Election	Reelect Mengmeng Du as Member of Board	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	7.5	Director Election	Elect Thomas Hofman-Bang as Director	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	7.6	Director Election	Elect Steffen Kragh as Director	For	For	For	No	No	
Tryg A/S	30-Mar-23	Management	8	Audit Related	Ratify PricewaterhouseCoopers as Auditor	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Tryg A/S	30-Mar-23	Management	9	Routine Business	Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	2	Compensation	Approve Remuneration Report	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	3	E&S Blended	Approve Sustainability Report	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	4	Routine Business	Approve Allocation of Income and Dividends of USD 0.55 per Share	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	5.1	Company Articles	Amend Articles Re: General Meeting	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	5.2	Routine Business	Approve Virtual-Only Shareholder Meetings	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	5.3	Company Articles	Amend Articles Re: Compensation; External Mandates for Members of the Board of Directors and Executive Committee; Editorial Changes	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	5.4	Company Articles	Amend Articles Re: Shares and Share Register	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	6	Director Related	Approve Discharge of Board and Senior Management, excluding French Cross-Border Matter	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.1	Director Election	Reelect Colm Kelleher as Director and Board Chair	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.2	Director Election	Reelect Lukas Gaehwiler as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.3	Director Election	Reelect Jeremy Anderson as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.4	Director Election	Reelect Claudia Boeckstiegel as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.5	Director Election	Reelect William Dudley as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.6	Director Election	Reelect Patrick Firmenich as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.7	Director Election	Reelect Fred Hu as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.8	Director Election	Reelect Mark Hughes as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.9	Director Election	Reelect Nathalie Rachou as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.10	Director Election	Reelect Julie Richardson as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.11	Director Election	Reelect Dieter Wemmer as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	7.12	Director Election	Reelect Jeanette Wong as Director	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	8.1	Director Related	Reappoint Julie Richardson as Chairperson of the Compensation Committee	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	8.2	Director Related	Reappoint Dieter Wemmer as Member of the Compensation Committee	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	8.3	Director Related	Reappoint Jeanette Wong as Member of the Compensation Committee	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	9.1	Compensation	Approve Remuneration of Directors in the Amount of CHF 13 Million	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	9.2	Compensation	Approve Variable Remuneration of Executive Committee in the Amount of CHF 81.1 Million	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	9.3	Compensation	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 33 Million	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	10.1	Routine Business	Designate ADB Altorfer Duss & Beilstein AG as Independent Proxy	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	10.2	Audit Related	Ratify Ernst & Young AG as Auditors	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	11	Capitalization	Approve CHF 6.3 Million Reduction in Share Capital as Part of the Share Buyback Program via Cancellation of Repurchased Shares	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	12	Capitalization	Authorize Repurchase of up to USD 6 Billion in Issued Share Capital	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	13.1	Capitalization	Approve CHF 25.9 Million Reduction in Share Capital via Reduction of Nominal Value and Allocation to Capital Contribution Reserves	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	13.2	Miscellaneous	Approve Conversion of Currency of the Share Capital from CHF to USD	For	For	For	No	No	
UBS Group AG	05-Apr-23	Management	14	Routine Business	Transact Other Business (Voting)	None	Against	Against	No	No	
Worldline SA	08-Jun-23	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	3	Routine Business	Approve Allocation of Income and Absence of Dividends	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	4	Non-Routine Business	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	5	Director Election	Reelect Bernard Bourigeaud as Director	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	6	Director Election	Reelect Gilles Grapinet as Director	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	7	Director Election	Reelect Gilles Arditti as Director	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	8	Director Election	Reelect Aldo Cardoso as Director	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	9	Director Election	Reelect Giulia Fitzpatrick as Director	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	10	Director Election	Reelect Thierry Sommelet as Director	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	11	Compensation	Approve Compensation Report of Corporate Officers	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	12	Compensation	Approve Compensation of Bernard Bourigeaud, Chairman of the Board	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	13	Compensation	Approve Compensation of Gilles Grapinet, CEO	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	14	Compensation	Approve Compensation of Marc-Henri Desportes, Vice-CEO	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	15	Compensation	Approve Remuneration Policy of Chairman of the Board	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Worldline SA	08-Jun-23	Management	16	Compensation	Approve Remuneration Policy of CEO	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	17	Compensation	Approve Remuneration Policy of Vice-CEO	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	18	Compensation	Approve Remuneration Policy of Non-Executive Directors	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	19	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	20	Capitalization	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	21	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights Up to 50 Percent of Issued Capital	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	22	Capitalization	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights With a Binding Priority Right Up to 10 Percent of Issued Capital	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	23	Capitalization	Approve Issuance of Equity or Equity-Linked Securities for Up to 10 Percent of Issued Capital Per Year for Private Placements	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	24	Capitalization	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 21-23	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	25	Capitalization	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	26	Capitalization	Authorize Capitalization of Reserves of Up to EUR 500 Million for Bonus Issue or Increase in Par Value	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	27	Capitalization	Approve Issuance of Equity or Equity-Linked Securities Reserved for Specific Beneficiaries, up to Aggregate Nominal Amount of EUR 270,000	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	28	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	29	Compensation	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	30	Compensation	Authorize up to 2 Percent of Issued Capital for Use in Stock Option Plans	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	31	Compensation	Authorize up to 0.7 Percent of Issued Capital for Use in Restricted Stock Plans With Performance Conditions Attached	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	32	Company Articles	Amend Article 19 of Bylaws Re: Age Limit of Chairman of the Board	For	For	For	No	No	
Worldline SA	08-Jun-23	Management	33	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For	No	No	

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
3M Company	05/09/2023	Management	1	Yes	Elect Director Thomas "Tony" K. Brown	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	2	Yes	Elect Director Anne H. Chow	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	3	Yes	Elect Director David B. Dillon	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	4	Yes	Elect Director Michael L. Eskew	For	For	Against	Against	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	5	Yes	Elect Director James R. Fitterling	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	6	Yes	Elect Director Amy E. Hood	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	7	Yes	Elect Director Suzan Kereere	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	8	Yes	Elect Director Gregory R. Page	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	9	Yes	Elect Director Pedro J. Pizarro	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	10	Yes	Elect Director Michael F. Roman	For	For	For	For	Votes AGAINST Michael Eskew are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
3M Company	05/09/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
3M Company	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount for the CEO's personal corporate aircraft, financial planning and life insurance perquisites.
3M Company	05/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
A. O. Smith Corporation	04/11/2023	Management	1	Yes	Elect Director Ronald D. Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Idelle Wolf and Ronald Brown are warranted for lack of a majority independent board. WITHHOLD votes for Idelle Wolf and Ronald Brown are also warranted for serving as non-independent members of a key board committee. A WITHHOLD vote for Governance Committee member Ronald Brown is warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
A. O. Smith Corporation	04/11/2023	Management	2	Yes	Elect Director Earl E. Exum	For	For	For	For	WITHHOLD votes for non-independent nominees Idelle Wolf and Ronald Brown are warranted for lack of a majority independent board. WITHHOLD votes for Idelle Wolf and Ronald Brown are also warranted for serving as non-independent members of a key board committee. A WITHHOLD vote for Governance Committee member Ronald Brown is warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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A. O. Smith Corporation	04/11/2023	Management	3	Yes	Elect Director Michael M. Larsen	For	For	For	For	WITHHOLD votes for non-independent nominees Idelle Wolf and Ronald Brown are warranted for lack of a majority independent board. WITHHOLD votes for Idelle Wolf and Ronald Brown are also warranted for serving as non-independent members of a key board committee. A WITHHOLD vote for Governance Committee member Ronald Brown is warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
A. O. Smith Corporation	04/11/2023	Management	4	Yes	Elect Director Idelle K. Wolf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Idelle Wolf and Ronald Brown are warranted for lack of a majority independent board. WITHHOLD votes for Idelle Wolf and Ronald Brown are also warranted for serving as non-independent members of a key board committee. A WITHHOLD vote for Governance Committee member Ronald Brown is warranted given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
A. O. Smith Corporation	04/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions, as well as auto-accelerated equity vesting provisions. Concerns are also raised by the Compensation Committee's decision to discretionarily increase annual incentive payouts and its continued limited disclosure of annual incentive metric performance goals and actual results of the executive pay program.
A. O. Smith Corporation	04/11/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
A. O. Smith Corporation	04/11/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
A. O. Smith Corporation	04/11/2023	Shareholder	8	Yes	Report on Whether Company Policies Reinforce Racism in Company Culture	Against	Against	For	For	A vote FOR this resolution is warranted as a report on racism in corporate culture would benefit shareholders by providing them additional means to assess the effectiveness of the company's diversity and inclusion initiatives.
Abbott Laboratories	04/28/2023	Management	1	Yes	Elect Director Robert J. Alpern	For	For	Against	Against	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	2	Yes	Elect Director Claire Babineaux-Fontenot	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	3	Yes	Elect Director Sally E. Blount	For	For	Against	Against	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	4	Yes	Elect Director Robert B. Ford	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	5	Yes	Elect Director Paola Gonzalez	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	6	Yes	Elect Director Michelle A. Kumbier	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Abbott Laboratories	04/28/2023	Management	7	Yes	Elect Director Darren W. McDew	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	8	Yes	Elect Director Nancy McKinstry	For	For	Against	Against	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	9	Yes	Elect Director Michael G. O'Grady	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	10	Yes	Elect Director Michael F. Roman	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	11	Yes	Elect Director Daniel J. Starks	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	12	Yes	Elect Director John G. Stratton	For	For	For	For	Votes AGAINST Robert Alpern, Sally Blount, and Nancy McKinstry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Abbott Laboratories	04/28/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Abbott Laboratories	04/28/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There are concerns surrounding incomplete disclosure in the proxy of actual achieved performance for the closing cycle PSUs, which does not allow for shareholders to fully evaluate the rigor of the program. In addition, the company continues to use an annual performance period in the LTI, and STI target goals were set below the prior year's actual results. However, there are mitigating factors for the year in review. Specifically, the majority of the incentive program was performance based, and total CEO pay declined year-over-year, partially due to the company utilizing discretion to award its CEO a below-target STI payout. In addition, only one-third of the PSU award can vest in each year, and there is no upside potential for the performance shares.
Abbott Laboratories	04/28/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Abbott Laboratories	04/28/2023	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company states that the current 20-percent ownership threshold to call for a special meeting is the lowest ownership threshold allowed by Illinois business law. Additionally, the one-year holding requirement that the proponent seeks to eliminate is not considered to be especially problematic.
Abbott Laboratories	04/28/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Abbott Laboratories	04/28/2023	Shareholder	18	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this proposal is warranted as a more comprehensive disclosure of the company's lobbying-related oversight mechanisms and trade association payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Abbott Laboratories	04/28/2023	Shareholder	19	Yes	Adopt Policy to Include Legal and Compliance Costs in Incentive Compensation Metrics	Against	Against	For	For	A vote FOR this proposal is warranted in light of the significant shareholder concerns recently raised regarding the company's exclusion of certain litigation-related costs from the executive compensation program, along with the potential increase in litigation expenses. Given that the proposal would provide the board with flexibility to adjust the application of the policy in individual circumstances, with an explanation to shareholders, the request is not viewed as overly prescriptive.
AbbVie Inc.	05/05/2023	Management	1	Yes	Elect Director Robert J. Alpern	For	For	For	For	A vote FOR all director nominees is warranted.
AbbVie Inc.	05/05/2023	Management	2	Yes	Elect Director Melody B. Meyer	For	For	For	For	A vote FOR all director nominees is warranted.
AbbVie Inc.	05/05/2023	Management	3	Yes	Elect Director Frederick H. Waddell	For	For	For	For	A vote FOR all director nominees is warranted.
AbbVie Inc.	05/05/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AbbVie Inc.	05/05/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. In addition, the total amount of perquisite compensation reported for the CEO is deemed excessive.
AbbVie Inc.	05/05/2023	Management	6	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
AbbVie Inc.	05/05/2023	Shareholder	7	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. The elimination of supermajority vote requirements would improve shareholder rights and approval of this non-binding item may convey to the board that shareholders may wish for it to take additional steps to ensure they are removed.
AbbVie Inc.	05/05/2023	Shareholder	8	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	Against	For	For	A vote FOR this proposal is warranted, as more comprehensive information regarding the company's political, lobbying, and electioneering spending would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
AbbVie Inc.	05/05/2023	Shareholder	9	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
AbbVie Inc.	05/05/2023	Shareholder	10	Yes	Report on Impact of Extended Patent Exclusivities on Product Access	Against	For	For	For	A vote FOR this proposal is warranted, because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anti-competitive practices.
Acadia Healthcare Company, Inc.	05/18/2023	Management	1	Yes	Elect Director Michael J. Fucci	For	For	For	For	Votes AGAINST non-independent nominee Wade Miquelon are warranted for lack of a majority independent board. Votes AGAINST Wade Miquelon are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Fucci is warranted.
Acadia Healthcare Company, Inc.	05/18/2023	Management	2	Yes	Elect Director Wade D. Miquelon	For	For	Against	Against	Votes AGAINST non-independent nominee Wade Miquelon are warranted for lack of a majority independent board. Votes AGAINST Wade Miquelon are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Fucci is warranted.
Acadia Healthcare Company, Inc.	05/18/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Acadia Healthcare Company, Inc.	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Acadia Healthcare Company, Inc.	05/18/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accenture Plc	02/01/2023	Management	1	Yes	Elect Director Jaime Ardila	For	For	For	For	A vote FOR the director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Accenture Plc	02/01/2023	Management	2	Yes	Elect Director Nancy McKinstry	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	3	Yes	Elect Director Beth E. Mooney	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	4	Yes	Elect Director Gilles C. Pelisson	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	5	Yes	Elect Director Paula A. Price	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	6	Yes	Elect Director Venkata (Murthy) Renduchintala	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	7	Yes	Elect Director Arun Sarin	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	8	Yes	Elect Director Julie Sweet	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	9	Yes	Elect Director Tracey T. Travis	For	For	For	For	A vote FOR the director nominees is warranted.
Accenture Plc	02/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO, and the total amount of perquisite compensation reported for the CEO is considered excessive.
Accenture Plc	02/01/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Accenture Plc	02/01/2023	Management	12	Yes	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Accenture Plc	02/01/2023	Management	13	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these proposals is warranted because the proposed amounts and durations are within recommended limits.
Accenture Plc	02/01/2023	Management	14	Yes	Authorize Board to Opt-Out of Statutory Pre-Emption Rights	For	For	For	For	A vote FOR these proposals is warranted because the proposed amounts and durations are within recommended limits.
Accenture Plc	02/01/2023	Management	15	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
Activision Blizzard, Inc.	06/21/2023	Management	1	Yes	Elect Director Reveta Bowers	For	For	For	For	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	2	Yes	Elect Director Kerry Carr	For	For	For	For	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	3	Yes	Elect Director Robert Corti	For	For	Against	Against	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	4	Yes	Elect Director Brian Kelly	For	For	For	For	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	5	Yes	Elect Director Robert Kotick	For	For	For	For	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	6	Yes	Elect Director Barry Meyer	For	For	For	For	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	7	Yes	Elect Director Robert Morgado	For	For	Against	Against	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	8	Yes	Elect Director Peter Nolan	For	For	For	For	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Activision Blizzard, Inc.	06/21/2023	Management	9	Yes	Elect Director Dawn Ostroff	For	For	For	For	Votes AGAINST Robert Morgado and Robert Corti are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Activision Blizzard, Inc.	06/21/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide a large life insurance-related perquisite to the CEO.
Activision Blizzard, Inc.	06/21/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Activision Blizzard, Inc.	06/21/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Activision Blizzard, Inc.	06/21/2023	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted. The proposal is not an outright ban on the acceleration of awards or other severance arrangements; rather, future agreements that exceed the severance basis would likely require shareholder ratification. Further, the proposal only applies to future severance arrangements and therefore would not impact all severance programs that are currently in place.
Activision Blizzard, Inc.	06/21/2023	Shareholder	14	Yes	Adopt Policy on Freedom of Association and Collective Bargaining	Against	For	For	For	A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks.
Activision Blizzard, Inc.	06/21/2023	Shareholder	15	No	Report on Prevention of Harassment and Discrimination in the Workplace - Withdrawn					
Acuity Brands, Inc.	01/25/2023	Management	1	Yes	Elect Director Neil M. Ashe	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	2	Yes	Elect Director Marcia J. Avedon	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	3	Yes	Elect Director W. Patrick Battle	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	4	Yes	Elect Director Michael J. Bender	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	5	Yes	Elect Director G. Douglas Dillard, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	6	Yes	Elect Director James H. Hance, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	7	Yes	Elect Director Maya Leibman	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	8	Yes	Elect Director Laura G. O'Shaughnessy	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	9	Yes	Elect Director Mark J. Sachleben	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	10	Yes	Elect Director Mary A. Winston	For	For	For	For	A vote FOR the director nominees is warranted.
Acuity Brands, Inc.	01/25/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Acuity Brands, Inc.	01/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee adequately responded to shareholder concerns following last year's low say-on-pay vote result. The proxy provides clearly outlined shareholder feedback and concerns, and commensurate actions taken by the committee to increase the performance component of the LTI plan as well as plans to enhance disclosure under the STI plan relating to individual performance. Concerns regarding the misalignment between CEO pay and company performance are also sufficiently mitigated for the year under review. Financial measures comprise 80 percent of the STI and all measures had targets set above the prior year's actual results. The CEO's equity mix is also 75-percent performance-contingent, tied to multi-year, pre-set objectives.
Adobe Inc.	04/20/2023	Management	1	Yes	Elect Director Amy Banse	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	2	Yes	Elect Director Brett Biggs	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adobe Inc.	04/20/2023	Management	3	Yes	Elect Director Melanie Boulden	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	4	Yes	Elect Director Frank Calderoni	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	5	Yes	Elect Director Laura Desmond	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	6	Yes	Elect Director Shantanu Narayen	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	7	Yes	Elect Director Spencer Neumann	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	8	Yes	Elect Director Kathleen Oberg	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	9	Yes	Elect Director Dheeraj Pandey	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	10	Yes	Elect Director David Ricks	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	11	Yes	Elect Director Daniel Rosensweig	For	For	Against	Against	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	12	Yes	Elect Director John Warnock	For	For	For	For	Votes AGAINST Daniel (Dan) Rosensweig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Adobe Inc.	04/20/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 9.17 percent is acceptable.
Adobe Inc.	04/20/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adobe Inc.	04/20/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Adobe Inc.	04/20/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Adobe Inc.	04/20/2023	Shareholder	17	Yes	Report on Hiring of Persons with Arrest or Incarceration Records	Against	Against	For	For	A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives, as they relate to fair chance employment practices.

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ADT Inc.	05/24/2023	Management	1	Yes	Elect Director Marc E. Becker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/24/2023	Management	2	Yes	Elect Director Stephanie Drescher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/24/2023	Management	3	Yes	Elect Director Reed B. Rayman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.
ADT Inc.	05/24/2023	Management	4	Yes	Elect Director Sigal Zarmi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marc Becker, Stephanie Drescher and Reed Rayman are warranted for lack of a majority independent board. WITHHOLD votes for Marc Becker and Reed Rayman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Marc Becker are further warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Audit Committee member Sigal Zarmi are further warranted for concerns regarding risk oversight in light of the pledging of a significant amount of the company's common stock.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ADT Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ADT Inc.	05/24/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advance Auto Parts, Inc.	05/24/2023	Management	1	Yes	Elect Director Carla J. Bailo	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	2	Yes	Elect Director John F. Ferraro	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	3	Yes	Elect Director Thomas R. Greco	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	4	Yes	Elect Director Joan M. Hilson	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	5	Yes	Elect Director Jeffrey J. Jones, II	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	6	Yes	Elect Director Eugene I. Lee, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	7	Yes	Elect Director Douglas A. Pertz	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	8	Yes	Elect Director Sherice R. Torres	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	9	Yes	Elect Director Arthur L. Valdez, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Advance Auto Parts, Inc.	05/24/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Advance Auto Parts, Inc.	05/24/2023	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Advance Auto Parts, Inc.	05/24/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Although there is some concern regarding goal setting, annual incentives are based entirely on objective financial measures, and equity grants remain largely performance-based.
Advance Auto Parts, Inc.	05/24/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Advance Auto Parts, Inc.	05/24/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advance Auto Parts, Inc.	05/24/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Advanced Micro Devices, Inc.	05/18/2023	Management	1	Yes	Elect Director Nora M. Denzel	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	2	Yes	Elect Director Mark Durcan	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	3	Yes	Elect Director Michael P. Gregoire	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	4	Yes	Elect Director Joseph A. Householder	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	5	Yes	Elect Director John W. Marren	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	6	Yes	Elect Director Jon A. Olson	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	7	Yes	Elect Director Lisa T. Su	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	8	Yes	Elect Director Abhi Y. Talwalkar	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	9	Yes	Elect Director Elizabeth W. Vanderslice	For	For	For	For	A vote FOR the director nominees is warranted.
Advanced Micro Devices, Inc.	05/18/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Advanced Micro Devices, Inc.	05/18/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Advanced Micro Devices, Inc.	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive performance targets were set above the prior year's results, resulting in below target payouts during the year in review, and half of the CEO's equity awards are conditioned on long-term financial performance metrics. Nevertheless, shareholders would benefit from increased disclosure of the forward-looking performance goals underlying the PRSUs.
Advanced Micro Devices, Inc.	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AECOM	03/31/2023	Management	1	Yes	Elect Director Bradley W. Buss	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	2	Yes	Elect Director Lydia H. Kennard	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	3	Yes	Elect Director Kristy Pipes	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	4	Yes	Elect Director Troy Rudd	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	5	Yes	Elect Director Douglas W. Stotlar	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	6	Yes	Elect Director Daniel R. Tishman	For	For	Against	Against	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	7	Yes	Elect Director Sander van't Noordende	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	8	Yes	Elect Director Janet C. Wolfenbarger	For	For	For	For	Votes AGAINST Daniel Tishman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AECOM	03/31/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AECOM	03/31/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AECOM	03/31/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Affiliated Managers Group, Inc.	05/25/2023	Management	1	Yes	Elect Director Karen L. Alvingham	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	2	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	3	Yes	Elect Director Dwight D. Churchill	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	4	Yes	Elect Director Jay C. Horgen	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Affiliated Managers Group, Inc.	05/25/2023	Management	5	Yes	Elect Director Reuben Jeffery, III	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	6	Yes	Elect Director Felix V. Matos Rodriguez	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	7	Yes	Elect Director Tracy P. Palandjian	For	For	Against	Against	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	8	Yes	Elect Director David C. Ryan	For	For	For	For	Votes AGAINST Dwight Churchill and Tracy Palandjian are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Affiliated Managers Group, Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the incentive scorecard utilizes a relatively large number of metrics and threshold performance is not disclosed, these concerns are mitigated. Pay and performance are reasonably aligned at this time, short- and long-term incentives are primarily performance-based, and the performance period for half of PSUs was increased to five years.
Affiliated Managers Group, Inc.	05/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Affiliated Managers Group, Inc.	05/25/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Aflac Incorporated	05/01/2023	Management	1	Yes	Elect Director Daniel P. Amos	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	2	Yes	Elect Director W. Paul Bowers	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	3	Yes	Elect Director Arthur R. Collins	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	4	Yes	Elect Director Miwako Hosoda	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	5	Yes	Elect Director Thomas J. Kenny	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	6	Yes	Elect Director Georgette D. Kiser	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	7	Yes	Elect Director Karole F. Lloyd	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	8	Yes	Elect Director Nobuchika Mori	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	9	Yes	Elect Director Joseph L. Moskowitz	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	10	Yes	Elect Director Barbara K. Rimer	For	For	Against	Against	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Aflac Incorporated	05/01/2023	Management	11	Yes	Elect Director Katherine T. Rohrer	For	For	For	For	Votes AGAINST Barbara Rimer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Aflac Incorporated	05/01/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Additionally, the majority of pay is conditioned on clearly disclosed financial performance metrics, and the equity awards granted to NEO's were entirely performance-conditioned.
Aflac Incorporated	05/01/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aflac Incorporated	05/01/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AGCO Corporation	04/27/2023	Management	1	Yes	Elect Director Michael C. Arnold	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	2	Yes	Elect Director Sondra L. Barbour	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	3	Yes	Elect Director Suzanne P. Clark	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	4	Yes	Elect Director Bob De Lange	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	5	Yes	Elect Director Eric P. Hansotia	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	6	Yes	Elect Director George E. Minnich	For	For	Against	Against	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	7	Yes	Elect Director Niels Porksen	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	8	Yes	Elect Director David Sagehorn	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	9	Yes	Elect Director Mallika Srinivasan	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	10	Yes	Elect Director Matthew Tsien	For	For	For	For	Votes AGAINST George Minnich are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AGCO Corporation	04/27/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AGCO Corporation	04/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
AGCO Corporation	04/27/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Agilent Technologies, Inc.	03/15/2023	Management	1	Yes	Elect Director Heidi K. Kunz	For	For	Against	Against	Votes AGAINST Heidi Fields (Heidi Kunz) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilent Technologies, Inc.	03/15/2023	Management	2	Yes	Elect Director Susan H. Rataj	For	For	For	For	Votes AGAINST Heidi Fields (Heidi Kunz) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Agilent Technologies, Inc.	03/15/2023	Management	3	Yes	Elect Director George A. Scangos	For	For	For	For	Votes AGAINST Heidi Fields (Heidi Kunz) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilent Technologies, Inc.	03/15/2023	Management	4	Yes	Elect Director Dow R. Wilson	For	For	For	For	Votes AGAINST Heidi Fields (Heidi Kunz) are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilent Technologies, Inc.	03/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. A majority of incentives are tied to pre-set objective measures and pay outcomes are aligned with short- and long-term performance.
Agilent Technologies, Inc.	03/15/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Agilent Technologies, Inc.	03/15/2023	Management	7	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this would represent an enhancement to shareholders' rights.
Agilent Technologies, Inc.	03/15/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Air Lease Corporation	05/03/2023	Management	1	Yes	Elect Director Matthew J. Hart	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	2	Yes	Elect Director Yvette Hollingsworth Clark	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	3	Yes	Elect Director Cheryl Gordon Krongard	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	4	Yes	Elect Director Marshall O. Larsen	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	5	Yes	Elect Director Susan McCaw	For	For	For	For	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Air Lease Corporation	05/03/2023	Management	6	Yes	Elect Director Robert A. Milton	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	7	Yes	Elect Director John L. Plueger	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	8	Yes	Elect Director Ian M. Saines	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	9	Yes	Elect Director Steven F. Udvar-Hazy	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Udvar-Hazy, John Plueger, Robert Milton, Matthew (Matt) Hart and Ian Saines are warranted for lack of a majority independent board. Votes AGAINST Robert Milton, Matthew (Matt) Hart and Ian Saines are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Air Lease Corporation	05/03/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Air Lease Corporation	05/03/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Air Lease Corporation	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were primarily based on pre-set objective metrics and long-term incentives were majority performance-vesting, with closing-cycle PSUs forfeited in line with performance. However, there are significant concerns surrounding the executive chairman's total pay exceeded that of the CEO, which includes a high base salary at \$1.8 million. Further, there are significant goal rigor concerns, as the company lowered metric goals for the annual bonus for the second consecutive year, with awards paid out above target despite a discretionary reduction by the committee.
Air Products and Chemicals, Inc.	01/26/2023	Management	1	Yes	Elect Director Tonit M. Calaway	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	01/26/2023	Management	2	Yes	Elect Director Charles I. Cogut	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	01/26/2023	Management	3	Yes	Elect Director Lisa A. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	01/26/2023	Management	4	Yes	Elect Director Seifollah (Seifi) Ghasemi	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	01/26/2023	Management	5	Yes	Elect Director David H. Y. Ho	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	01/26/2023	Management	6	Yes	Elect Director Edward L. Monser	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	01/26/2023	Management	7	Yes	Elect Director Matthew H. Paull	For	For	For	For	A vote FOR the director nominees is warranted.
Air Products and Chemicals, Inc.	01/26/2023	Management	8	Yes	Elect Director Wayne T. Smith	For	For	For	For	A vote FOR the director nominees is warranted.

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Air Products and Chemicals, Inc.	01/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year under review. Although concerns are noted, annual incentives are primarily determined by a pre-set financial metric, and long-term incentives are a majority performance conditioned and measured over a multi-year period.
Air Products and Chemicals, Inc.	01/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Air Products and Chemicals, Inc.	01/26/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Airbnb, Inc.	06/01/2023	Management	1	Yes	Elect Director Nathan Blecharczyk	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Nathan Blecharczyk are warranted for lack of a majority independent board. WITHHOLD votes for incumbent directors Nathan Blecharczyk and Alfred Lin are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Airbnb, Inc.	06/01/2023	Management	2	Yes	Elect Director Alfred Lin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Nathan Blecharczyk are warranted for lack of a majority independent board. WITHHOLD votes for incumbent directors Nathan Blecharczyk and Alfred Lin are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the classified board, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Airbnb, Inc.	06/01/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Airbnb, Inc.	06/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of miscellaneous perquisites to certain executives. In addition, the company did not condition the vesting of NEOs' long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.
Akamai Technologies, Inc.	05/11/2023	Management	1	Yes	Elect Director Sharon Bowen	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	2	Yes	Elect Director Marianne Brown	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	3	Yes	Elect Director Monte Ford	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	4	Yes	Elect Director Dan Hesse	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	5	Yes	Elect Director Tom Killalea	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	6	Yes	Elect Director Tom Leighton	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	7	Yes	Elect Director Jonathan Miller	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	8	Yes	Elect Director Madhu Ranganathan	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	9	Yes	Elect Director Ben Verwaayen	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	10	Yes	Elect Director Bill Wagner	For	For	For	For	A vote FOR all director nominees is warranted.
Akamai Technologies, Inc.	05/11/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Akamai Technologies, Inc.	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns continue to be noted about the annual goals utilized by a portion of the equity awards and the related goal overlap with the STIP, the annual and long-term incentives are primarily performance based, with rigorous annual incentive goals.
Akamai Technologies, Inc.	05/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation

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Akamai Technologies, Inc.	05/11/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albemarle Corporation	05/02/2023	Management	1	Yes	Elect Director M. Lauren Brias	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	2	Yes	Elect Director Ralf H. Cramer	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	3	Yes	Elect Director J. Kent Masters, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	4	Yes	Elect Director Glenda J. Minor	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	5	Yes	Elect Director James J. O'Brien	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	6	Yes	Elect Director Diarmuid B. O'Connell	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	7	Yes	Elect Director Dean L. Seavers	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	8	Yes	Elect Director Gerald A. Steiner	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	9	Yes	Elect Director Holly A. Van Deursen	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	10	Yes	Elect Director Alejandro D. Wolff	For	For	For	For	A vote FOR the director nominees is warranted.
Albemarle Corporation	05/02/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year under consideration. Annual incentives were largely based on pre-set financial metrics and equity awards were targeted to be half performance-conditioned with multi-year performance periods.
Albemarle Corporation	05/02/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Albemarle Corporation	05/02/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albemarle Corporation	05/02/2023	Management	14	Yes	Approve Non-Employee Director Restricted Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution of 3.88 percent is reasonable.
Alcoa Corporation	05/05/2023	Management	1	Yes	Elect Director Steven W. Williams	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	2	Yes	Elect Director Mary Anne Citrino	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	3	Yes	Elect Director Pasquale (Pat) Fiore	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	4	Yes	Elect Director Thomas J. Gorman	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	5	Yes	Elect Director Roy C. Harvey	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	6	Yes	Elect Director James A. Hughes	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	7	Yes	Elect Director Carol L. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	8	Yes	Elect Director Jackson (Jackie) P. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	9	Yes	Elect Director Ernesto Zedillo	For	For	For	For	A vote FOR all director nominees is warranted.
Alcoa Corporation	05/05/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alcoa Corporation	05/05/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alcoa Corporation	05/05/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alcoa Corporation	05/05/2023	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted as it is considered good governance practice that shareholders have the ability to approve severance that exceeds market norm levels.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	1	Yes	Elect Director Joel S. Marcus	For	For	For	For	Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	2	Yes	Elect Director Steven R. Hash	For	For	For	For	Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.

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Alexandria Real Estate Equities, Inc.	05/16/2023	Management	3	Yes	Elect Director James P. Cain	For	Against	Against	Against	Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	4	Yes	Elect Director Cynthia L. Feldmann	For	For	For	For	Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	5	Yes	Elect Director Maria C. Freire	For	Against	Against	Against	Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	6	Yes	Elect Director Richard H. Klein	For	For	Against	Against	Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	7	Yes	Elect Director Michael A. Woronoff	For	Against	Against	Against	Votes AGAINST Maria Freire and Richard Klein are warranted for serving as non-independent members of a key board committee. Votes AGAINST James Cain, Maria Freire and Michael Woronoff are warranted for a material governance failure. The company's governing documents prohibit or restrict shareholders ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as maximum payouts under both incentive plans are commensurate with the company's robust performance over the longer-term. That being said, concerns remain regarding the CEO and executive chairman structure, as each receive CEO level pay, and the committee's continued use of discretionary awards.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Align Technology, Inc.	05/17/2023	Management	1	Yes	Elect Director Kevin J. Dallas	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Align Technology, Inc.	05/17/2023	Management	2	Yes	Elect Director Joseph M. Hogan	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/17/2023	Management	3	Yes	Elect Director Joseph Lacob	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/17/2023	Management	4	Yes	Elect Director C. Raymond Larkin, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/17/2023	Management	5	Yes	Elect Director George J. Morrow	For	For	Against	Against	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/17/2023	Management	6	Yes	Elect Director Anne M. Myong	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/17/2023	Management	7	Yes	Elect Director Andrea L. Saia	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/17/2023	Management	8	Yes	Elect Director Susan E. Siegel	For	For	For	For	Votes AGAINST non-independent nominees Charles (Ray) Larkin Jr., Joseph Hogan, Joseph (Joe) Lacob and George Morrow are warranted for lack of a majority independent board. Votes AGAINST Charles (Ray) Larkin Jr., Joseph (Joe) Lacob and George Morrow are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Align Technology, Inc.	05/17/2023	Management	9	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Align Technology, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay declined year-over-year and a significant majority of the LTI grant was performance-based. While some goal rigor concerns are raised surrounding the relative TSR metric targeting merely median performance, vesting outcomes were reasonable, and the CEO's realizable pay shows directional alignment with the company's long-term stock price performance. In addition, short-term incentives were based primarily on objective metrics with rigorous target goals, resulting in no annual bonuses paid to NEOs following below-threshold performance.
Align Technology, Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Align Technology, Inc.	05/17/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.69 percent is acceptable.
Align Technology, Inc.	05/17/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Allegion Plc	06/08/2023	Management	1	Yes	Elect as Director Kirk S. Hachigian	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	2	Yes	Elect as Director Steven C. Mizell	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	3	Yes	Elect as Director Nicole Parent Haughey	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	4	Yes	Elect as Director Lauren B. Peters	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	5	Yes	Elect as Director Ellen Rubin	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	6	Yes	Elect as Director Dean I. Schaffer	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	7	Yes	Elect as Director John H. Stone	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	8	Yes	Elect as Director Dev Vardhan	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	9	Yes	Elect as Director Martin E. Welch, III	For	For	For	For	A vote FOR all director nominees is warranted.
Allegion Plc	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received gross-ups related to relocation benefits.
Allegion Plc	06/08/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Allegion Plc	06/08/2023	Management	12	Yes	Ratify PricewaterhouseCoopers as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allegion Plc	06/08/2023	Management	13	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these proposals is warranted, with caution. Although the company is seeking the authority to issue shares up to 33 percent of issued share capital in Item 5, it appears this will be meaningfully constrained by the 5 percent limit on issuances without preemptive rights, and the company has no history of rights issues.
Allegion Plc	06/08/2023	Management	14	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	For	For	A vote FOR these proposals is warranted, with caution. Although the company is seeking the authority to issue shares up to 33 percent of issued share capital in Item 5, it appears this will be meaningfully constrained by the 5 percent limit on issuances without preemptive rights, and the company has no history of rights issues.
Alliant Energy Corporation	05/23/2023	Management	1	Yes	Elect Director Stephanie L. Cox	For	For	For	For	Votes AGAINST Patrick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/23/2023	Management	2	Yes	Elect Director Patrick E. Allen	For	For	Against	Against	Votes AGAINST Patrick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/23/2023	Management	3	Yes	Elect Director Michael D. Garcia	For	For	For	For	Votes AGAINST Patrick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Alliant Energy Corporation	05/23/2023	Management	4	Yes	Elect Director Susan D. Whiting	For	For	For	For	Votes AGAINST Patrick Allen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Alliant Energy Corporation	05/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned at this time. Some concern is noted about a portion of the performance equity awards, which target median performance with no cap on awards in the event of negative absolute TSR. That being said, the long-term incentives are majority performance based, with all performance equity utilizing a multi-year performance period. Additionally, the annual incentive plan is predominately based on a pre-set financial metric.
Alliant Energy Corporation	05/23/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alliant Energy Corporation	05/23/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings, Inc.	05/03/2023	Management	1	Yes	Elect Director Judy L. Altmaier	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	2	Yes	Elect Director D. Scott Barbour	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	3	Yes	Elect Director Philip J. Christman	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	4	Yes	Elect Director David C. Everitt	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	5	Yes	Elect Director David S. Graziosi	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	6	Yes	Elect Director Carolann I. Haznedar	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	7	Yes	Elect Director Richard P. Lavin	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	8	Yes	Elect Director Sasha Ostojic	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	9	Yes	Elect Director Gustave F. Perna	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	10	Yes	Elect Director Krishna Shivram	For	For	For	For	A vote FOR the director nominees is warranted.
Allison Transmission Holdings, Inc.	05/03/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Allison Transmission Holdings, Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ally Financial Inc.	05/03/2023	Management	1	Yes	Elect Director Franklin W. Hobbs	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	2	Yes	Elect Director Kenneth J. Bacon	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	3	Yes	Elect Director William H. Cary	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	4	Yes	Elect Director Mayree C. Clark	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	5	Yes	Elect Director Kim S. Fennebresque	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ally Financial Inc.	05/03/2023	Management	6	Yes	Elect Director Melissa Goldman	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	7	Yes	Elect Director Marjorie Magner	For	For	Against	Against	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	8	Yes	Elect Director David Reilly	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	9	Yes	Elect Director Brian H. Sharples	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	10	Yes	Elect Director Michael F. Steib	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	11	Yes	Elect Director Jeffrey J. Brown	For	For	For	For	Votes AGAINST Franklin Hobbs, Mayree Clark, Kim Fennebresque and Marjorie Magner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ally Financial Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Notwithstanding a decrease in performance year pay and an LTI program under which half of awards are based on clearly disclosed multi-year goals, there are significant concerns surrounding the incentive determination process. The company's framework for determining total incentive pay (including STI awards) incorporates a significant degree of committee discretion and lacks key disclosures, such as category or individual metric weightings, quantified, pre-set goals, and target and maximum STI opportunities. This structure and the lack of key disclosures preclude an assessment of the merit and boundaries of total pay.
Ally Financial Inc.	05/03/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	1	Yes	Elect Director Michael W. Bonney	For	For	For	For	Votes FOR all director nominees are warranted.
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	2	Yes	Elect Director Yvonne L. Greenstreet	For	For	For	For	Votes FOR all director nominees are warranted.
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	3	Yes	Elect Director Phillip A. Sharp	For	For	For	For	Votes FOR all director nominees are warranted.
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	4	Yes	Elect Director Elliott Sigal	For	For	For	For	Votes FOR all director nominees are warranted.
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Alphabet Inc.	06/02/2023	Management	1	Yes	Elect Director Larry Page	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	2	Yes	Elect Director Sergey Brin	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	3	Yes	Elect Director Sundar Pichai	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	4	Yes	Elect Director John L. Hennessy	For	Against	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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Alphabet Inc.	06/02/2023	Management	5	Yes	Elect Director Frances H. Arnold	For	Against	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	6	Yes	Elect Director R. Martin "Marty" Chavez	For	For	For	For	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	7	Yes	Elect Director L. John Doerr	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	8	Yes	Elect Director Roger W. Ferguson, Jr.	For	For	For	For	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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Alphabet Inc.	06/02/2023	Management	9	Yes	Elect Director Ann Mather	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	10	Yes	Elect Director K. Ram Shriram	For	For	Against	Against	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	11	Yes	Elect Director Robin L. Washington	For	For	For	For	Votes AGAINST non-independent nominees John Hennessy, Sundar Pichai, Sergey Brin, L. John Doerr, Ann Mather, Lawrence (Larry) Page and K. Ram Shriram are warranted for lack of a majority independent board. Votes AGAINST John Hennessy, L. John Doerr, Ann Mather and K. Ram Shriram are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Ann Mather are warranted for serving as a director on more than four public company boards. Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Alphabet Inc.	06/02/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alphabet Inc.	06/02/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.

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Alphabet Inc.	06/02/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A number of concerns are noted in the annual pay program for non-CEO NEOs. First, an annual bonus program was established based on ESG goals. However, pre-set goals were not disclosed, with the proxy only noting performance achievements after the fact, with the award appearing to pay out based on the committee's discretionary assessment of performance. Though the ESG bonus payout was halved at the committee's discretion due to "macroeconomic conditions," NEO base salaries were increased in FY22 and are relatively high. Further concerns are noted in the annual LTI program, which inexplicably switched to an LTI mix predominantly in time-vested equity in FY22, with no rationale for the change disclosed in the proxy. On top of that, two NEOs received equity grants with values in excess of the total median CEO pay for the company's peer group. The relative TSR target was non-rigorous and no vesting cap was disclosed if absolute TSR were to be negative over the performance period. CEO Pichai received a triennial equity grant in FY22, which, even on a per-year annualized basis, was relatively large compared to peers. Merely 60 percent of the award was in performance equity, half of which utilized a two-year performance period. Though the target goal was rigorous, in situations where an equity grant is intended to cover multiple years of equity, shareholders prefer that a significant percentage of the grant be in performance equity with a long-term performance period. Additionally, due to a combination of award structure and total magnitude, even with relative TSR performing well-below target, CEO Pichai would realize substantially more pay than a significant portion of his CEO peers, undermining a pay-for-performance philosophy. Lastly, concerns are raised as CEO Pichai's security costs remain exceedingly large, and a sufficient explanation is not provided in the proxy for these costs.
Alphabet Inc.	06/02/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alphabet Inc.	06/02/2023	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's lobbying-related practices and policies, such as its trade association memberships and payments, would benefit shareholders in assessing its management of related risks.
Alphabet Inc.	06/02/2023	Shareholder	17	Yes	Publish Congruency Report on Partnerships with Globalist Organizations and Company Fiduciary Duties	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Shareholders would benefit from more disclosure on the company's lobbying efforts, but the requested report is overly broad and would likely not produce useful information on the company's direct and indirect lobbying.
Alphabet Inc.	06/02/2023	Shareholder	18	Yes	Report on Framework to Assess Company Lobbying Alignment with Climate Goals	Against	For	For	For	A vote FOR this proposal is warranted. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's framework for addressing misalignments between its climate goals and direct and indirect lobbying, and how the company would plan to mitigate any risks that might be identified.
Alphabet Inc.	06/02/2023	Shareholder	19	Yes	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
Alphabet Inc.	06/02/2023	Shareholder	20	Yes	Report on Risks of Doing Business in Countries with Significant Human Rights Concerns	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.

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Alphabet Inc.	06/02/2023	Shareholder	21	Yes	Publish Independent Human Rights Impact Assessment of Targeted Advertising Technology	Against	For	For	For	A vote FOR this proposal is warranted because an independent human rights assessment would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.
Alphabet Inc.	06/02/2023	Shareholder	22	Yes	Disclose More Quantitative and Qualitative Information on Algorithmic Systems	Against	For	For	For	A vote FOR this proposal is warranted, as the company has faced scrutiny over biases in its algorithmic systems and increased reporting would assist shareholders in assessing progress and management of related risks.
Alphabet Inc.	06/02/2023	Shareholder	23	Yes	Report on Alignment of YouTube Policies With Online Safety Regulations	Against	For	For	For	A vote FOR this proposal is warranted, as increased reporting would provide shareholders with more information on the company's management of related risks.
Alphabet Inc.	06/02/2023	Shareholder	24	Yes	Report on Content Governance and Censorship	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company appears to have governance frameworks in place to address the topics and risk brought forth by the proponent.
Alphabet Inc.	06/02/2023	Shareholder	25	Yes	Commission Independent Assessment of Effectiveness of Audit and Compliance Committee	Against	Against	For	For	A vote FOR this proposal is warranted, because an assessment of the Audit and Compliance Committee's effectiveness in board oversight could help provide shareholders with valuable information on how well the company is managing civil and human rights-related controversies.
Alphabet Inc.	06/02/2023	Shareholder	26	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest a need to impose the restrictions sought by this proposal.
Alphabet Inc.	06/02/2023	Shareholder	27	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Alphabet Inc.	06/02/2023	Shareholder	28	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.
Alteryx, Inc.	05/17/2023	Management	1	Yes	Elect Director Charles R. Cory	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey (Jeff) Horing for serving as a director on more than four public company boards. WITHHOLD votes are warranted for incumbent director nominees Dean Stoecker, Charles (Chuck) Cory, and Jeffrey (Jeff) Horing given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Dean Stoecker as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are also warranted for compensation committee member Charles (Chuck) Cory for approving the exchange of outstanding stock options without prior shareholder approval.

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Alteryx, Inc.	05/17/2023	Management	2	Yes	Elect Director Jeffrey L. Horing	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey (Jeff) Horing for serving as a director on more than four public company boards. WITHHOLD votes are warranted for incumbent director nominees Dean Stoecker, Charles (Chuck) Cory, and Jeffrey (Jeff) Horing given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Dean Stoecker as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are also warranted for compensation committee member Charles (Chuck) Cory for approving the exchange of outstanding stock options without prior shareholder approval.
Alteryx, Inc.	05/17/2023	Management	3	Yes	Elect Director Dean A. Stoecker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey (Jeff) Horing for serving as a director on more than four public company boards. WITHHOLD votes are warranted for incumbent director nominees Dean Stoecker, Charles (Chuck) Cory, and Jeffrey (Jeff) Horing given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Dean Stoecker as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes are also warranted for compensation committee member Charles (Chuck) Cory for approving the exchange of outstanding stock options without prior shareholder approval.
Alteryx, Inc.	05/17/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Alteryx, Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, given insufficient mitigating factors for the pay-for-performance misalignment. The CEO received a one-time grant of PSUs that, while tied to rigorous stock price hurdles over a seven-year period, is exceptionally large and is not intended to replace annual LTI grants. In addition, concerns exist regarding the use of overlapping metrics between the short- and long-term incentive programs and the short performance period of annual PSUs, as well as the addition of a short-term incentive payout mid-cycle. Moreover, the company exchanged outstanding underwater stock options without prior shareholder approval.

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Altice USA, Inc.	06/14/2023	Management	1	Yes	Elect Director Alexandre Fonseca	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	2	Yes	Elect Director Patrick Drahi	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Altice USA, Inc.	06/14/2023	Management	3	Yes	Elect Director David Drahi	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	4	Yes	Elect Director Dexter Goei	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Altice USA, Inc.	06/14/2023	Management	5	Yes	Elect Director Mark Mullen	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	6	Yes	Elect Director Dennis Okhuijsen	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Altice USA, Inc.	06/14/2023	Management	7	Yes	Elect Director Susan Schnabel	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	8	Yes	Elect Director Charles Stewart	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.

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Altice USA, Inc.	06/14/2023	Management	9	Yes	Elect Director Raymond Svider	For	Against	Against	Against	A vote AGAINST non-independent nominees Alexandre Fonseca, David Drahi, Patrick Drahi, Dexter Goei, Dennis Okhuijsen and Charles Stewart is warranted for lack of a majority independent board, and due to the company's lack of a formal nominating committee. A vote AGAINST incumbent director nominees Patrick Drahi, David Drahi, Dexter Goei, Mark Mullen, Dennis Okhuijsen, Susan Schnabel, Charles Stewart, and Raymond Svider is warranted for failure to remove, or subject to a time-based sunset provision, the dual-class capital structure. A vote AGAINST Patrick Drahi is further warranted as his ownership of the supervoting shares provides him with voting power control of the company. A vote AGAINST Charles Stewart is further warranted for failing to attend at least 75 percent of his total board meetings held during the fiscal year under review without disclosing the reason for the absences. A vote AGAINST compensation committee chair Raymond Svider and committee members Mark Mullen and Susan Schnabel is warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment.
Altice USA, Inc.	06/14/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Altria Group, Inc.	05/18/2023	Management	1	Yes	Elect Director Ian L.T. Clarke	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	2	Yes	Elect Director Marjorie M. Connelly	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	3	Yes	Elect Director R. Matt Davis	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	4	Yes	Elect Director William F. Gifford, Jr.	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	5	Yes	Elect Director Jacinto J. Hernandez	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	6	Yes	Elect Director Debra J. Kelly-Ennis	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	7	Yes	Elect Director Kathryn B. McQuade	For	For	Against	Against	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	8	Yes	Elect Director George Munoz	For	For	Against	Against	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	9	Yes	Elect Director Nabil Y. Sakkab	For	For	Against	Against	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Altria Group, Inc.	05/18/2023	Management	10	Yes	Elect Director Virginia E. Shanks	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	11	Yes	Elect Director Ellen R. Strahlman	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	12	Yes	Elect Director M. Max Yzaguirre	For	For	For	For	Votes AGAINST Kathryn McQuade, George Muñoz and Nabil Sakkab are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Altria Group, Inc.	05/18/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Altria Group, Inc.	05/18/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted although some concerns are noted. The increase in the CEO's incentives were largely due to the transition from end-to-end to overlapping cycles which will end after the FY21-FY23 cycle. In addition, the company targets above median benchmarking for the CEO's total compensation; however, this does not appear to cause a pay-for-performance misalignment at this time. In addition, annual incentives are primarily based on pre-set financial goals, and a majority of the long-term incentives were performance-based and measured over a multi-year performance period.
Altria Group, Inc.	05/18/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Altria Group, Inc.	05/18/2023	Shareholder	16	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	Against	For	For	A vote FOR this proposal is warranted, as more comprehensive information regarding the company's political and lobbying spending would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Altria Group, Inc.	05/18/2023	Shareholder	17	Yes	Report on Third-Party Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Altria's efforts to address the issue of any inequality in its business operations.
Amazon.com, Inc.	05/24/2023	Management	1	Yes	Elect Director Jeffrey P. Bezos	For	For	For	For	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	2	Yes	Elect Director Andrew R. Jassy	For	For	For	For	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/24/2023	Management	3	Yes	Elect Director Keith B. Alexander	For	For	For	For	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	4	Yes	Elect Director Edith W. Cooper	For	Against	Against	Against	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	5	Yes	Elect Director Jamie S. Gorelick	For	For	Against	Against	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	6	Yes	Elect Director Daniel P. Huttenlocher	For	Against	Against	Against	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	7	Yes	Elect Director Judith A. McGrath	For	Against	Against	Against	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	8	Yes	Elect Director Indra K. Nooyi	For	For	For	For	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	9	Yes	Elect Director Jonathan J. Rubinstein	For	For	Against	Against	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/24/2023	Management	10	Yes	Elect Director Patricia Q. Stonesifer	For	For	Against	Against	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	11	Yes	Elect Director Wendell P. Weeks	For	For	For	For	Votes AGAINST Jonathan Rubinstein, Jamie Gorelick, and Patricia Stonesifer are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Amazon.com, Inc.	05/24/2023	Management	12	Yes	Ratify Ratification of Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amazon.com, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's low say-on-pay vote, the compensation committee engaged with shareholders, disclosed specific feedback, and provided further details surrounding the company's compensation programs and long-term strategy. However, the company did not make material changes to the compensation program to address shareholder concerns. In addition, while CEO Jassy's pay declined following the prior year's mega promotion award, consisting only of base salary and certain perquisites, a review of the pay program reveals persistent concerning features. Specifically, compensation for other NEOs consisted primarily of time-vesting restricted shares, with incentive programs lacking objective performance metrics and quantified goals. In addition, the magnitude of an NEO's recent \$41 million grant is concerning, as it comes only one year after he received an \$81 million sign-on grant. Lastly, concerns remain with respect to the inordinate amount of security-related perquisite provided to certain executives.
Amazon.com, Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Amazon.com, Inc.	05/24/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	For	For	Based on evaluation of the proposed amendment, a vote FOR this proposal is warranted. The proposal is not requesting new shares; rather, the company is seeking approval solely for the purpose of satisfy shareholder approval requirements for making certain tax-qualified awards under the 1997 Plan to its French employees.
Amazon.com, Inc.	05/24/2023	Shareholder	16	Yes	Report on Climate Risk in Retirement Plan Options	Against	Against	For	For	A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Amazon.com, Inc.	05/24/2023	Shareholder	17	Yes	Report on Customer Due Diligence	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amazon.com, Inc.	05/24/2023	Shareholder	18	Yes	Revise Transparency Report to Provide Greater Disclosure on Government Requests	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from greater transparency on the company's removal of products and content, particularly in light of mounting allegations of human rights related risks in global supply chains.
Amazon.com, Inc.	05/24/2023	Shareholder	19	Yes	Report on Government Take Down Requests	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides enough information for shareholders to understand its policies and processes for removing content.
Amazon.com, Inc.	05/24/2023	Shareholder	20	Yes	Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.
Amazon.com, Inc.	05/24/2023	Shareholder	21	Yes	Publish a Tax Transparency Report	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
Amazon.com, Inc.	05/24/2023	Shareholder	22	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.
Amazon.com, Inc.	05/24/2023	Shareholder	23	Yes	Report on Median and Adjusted Gender/Racial Pay Gaps	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.
Amazon.com, Inc.	05/24/2023	Shareholder	24	Yes	Report on Cost/Benefit Analysis of Diversity, Equity and Inclusion Programs	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides sufficient disclosure on the benefits of its diversity, equity, and inclusion efforts, and it is not standard industry practice for a company to disclose a detailed cost-benefit analysis of its diversity and inclusion efforts.
Amazon.com, Inc.	05/24/2023	Shareholder	25	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest a need to impose the restrictions sought by this proposal.
Amazon.com, Inc.	05/24/2023	Shareholder	26	Yes	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amazon.com, Inc.	05/24/2023	Shareholder	27	Yes	Consider Pay Disparity Between Executives and Other Employees	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for CEO compensation would serve to further eliminate excessive pay disparities; and * Excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.
Amazon.com, Inc.	05/24/2023	Shareholder	28	Yes	Report on Animal Welfare Standards	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from the additional disclosure on the company's current policies and auditing procedures pertaining to oversight on animal welfare throughout the supply chain.
Amazon.com, Inc.	05/24/2023	Shareholder	29	Yes	Establish a Public Policy Committee	Against	Against	For	For	By establishing a dedicated Public Policy Committee, the company will have a centralized device to continue, ensure, and promote its social and environmental policies and initiatives. The adoption of this resolution will also solidify the company's position among its peers as an industry leader in this area of environmental sustainability. As such, support FOR this proposal is warranted.

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Amazon.com, Inc.	05/24/2023	Shareholder	30	Yes	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	Against	For	For	For	A vote FOR this proposal is warranted, as the company continues to face significant controversies related to the treatment of its employees and the proposal would give the board more options for nominating director candidates that it considers could help it in considering worker grievances, potentially reducing risks of reputational damage and protecting shareholder value in the long-term, but without being overly prescriptive. It is not asking for an employee representative on the board, but a policy to include hourly workers among the list of candidates the Nominating and Governance Committee considers for open board positions.
Amazon.com, Inc.	05/24/2023	Shareholder	31	Yes	Commission a Third Party Audit on Working Conditions	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on warehouse working conditions.
Amazon.com, Inc.	05/24/2023	Shareholder	32	Yes	Report on Efforts to Reduce Plastic Use	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.
Amazon.com, Inc.	05/24/2023	Shareholder	33	Yes	Commission Third Party Study and Report on Risks Associated with Use of Rekognition	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amdocs Limited	01/27/2023	Management	1	Yes	Elect Director Robert A. Minicucci	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	2	Yes	Elect Director Adrian Gardner	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	3	Yes	Elect Director Rafael de la Vega	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	4	Yes	Elect Director Eli Gelman	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	5	Yes	Elect Director Richard T.C. LeFave	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.

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Amdocs Limited	01/27/2023	Management	6	Yes	Elect Director John A. MacDonald	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	7	Yes	Elect Director Shuky Sheffer	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	8	Yes	Elect Director Yvette Kanouff	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	9	Yes	Elect Director Sarah Ruth Davis	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	10	Yes	Elect Director Amos Genish	For	For	For	For	Votes AGAINST non-independent nominees Robert Minicucci, Shuky Sheffer, Adrian Gardner, Eli Gelman and Richard LeFave are warranted for lack of a majority independent board. Votes AGAINST Robert Minicucci, Adrian Gardner and Richard LeFave are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amdocs Limited	01/27/2023	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Amdocs Limited	01/27/2023	Management	12	Yes	Approve an Increase in the Quarterly Cash Dividend Rate	For	For	For	For	A vote FOR this proposal is warranted as this is a routine request and no concerns have been identified.
Amdocs Limited	01/27/2023	Management	13	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this proposal is warranted in the absence of any known issues concerning the company's audited accounts and financial statements.
Amdocs Limited	01/27/2023	Management	14	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amedisys, Inc.	06/08/2023	Management	1	Yes	Elect Director Richard M. Ashworth	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	2	Yes	Elect Director Vickie L. Capps	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	3	Yes	Elect Director Molly J. Coye	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	4	Yes	Elect Director Julie D. Klapstein	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	5	Yes	Elect Director Teresa L. Kline	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	6	Yes	Elect Director Paul B. Kusserow	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	7	Yes	Elect Director Bruce D. Perkins	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	8	Yes	Elect Director Jeffrey A. Rideout	For	For	For	For	A vote FOR the director nominees is warranted.
Amedisys, Inc.	06/08/2023	Management	9	Yes	Elect Director Ivanetta Davis Samuels	For	For	For	For	A vote FOR the director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Amedisys, Inc.	06/08/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amedisys, Inc.	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Amedisys, Inc.	06/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ameren Corporation	05/11/2023	Management	1	Yes	Elect Director Warner L. Baxter	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	2	Yes	Elect Director Cynthia J. Brinkley	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	3	Yes	Elect Director Catherine S. Brune	For	For	Against	Against	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	4	Yes	Elect Director J. Edward Coleman	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	5	Yes	Elect Director Ward H. Dickson	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	6	Yes	Elect Director Noelle K. Eder	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	7	Yes	Elect Director Ellen M. Fitzsimmons	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	8	Yes	Elect Director Rafael Flores	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	9	Yes	Elect Director Richard J. Harshman	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	10	Yes	Elect Director Craig S. Ivey	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	11	Yes	Elect Director James C. Johnson	For	For	Against	Against	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	12	Yes	Elect Director Martin J. Lyons, Jr.	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	13	Yes	Elect Director Steven H. Lipstein	For	For	Against	Against	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ameren Corporation	05/11/2023	Management	14	Yes	Elect Director Leo S. Mackay, Jr.	For	For	For	For	Votes AGAINST Catherine Brune, James Johnson and Steven Lipstein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameren Corporation	05/11/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective performance metrics and the majority of equity awards are conditioned on long-term performance.
Ameren Corporation	05/11/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ameren Corporation	05/11/2023	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ameren Corporation	05/11/2023	Shareholder	18	Yes	Disclose GHG Emissions Reductions Targets	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction goals would allow shareholders to better assess how the company is mitigating climate change related risks and ensure alignment with the Paris Agreement's goal of limiting warming to 1.5 C for the company's operations.
American Airlines Group Inc.	05/10/2023	Management	1	Yes	Elect Director Jeffrey D. Benjamin	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	2	Yes	Elect Director Adriane M. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	3	Yes	Elect Director John T. Cahill	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	4	Yes	Elect Director Michael J. Embler	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	5	Yes	Elect Director Matthew J. Hart	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	6	Yes	Elect Director Robert D. Isom	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	7	Yes	Elect Director Susan D. Kronick	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	8	Yes	Elect Director Martin H. Nesbitt	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	9	Yes	Elect Director Denise M. O'Leary	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	10	Yes	Elect Director Vicente Reynal	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	11	Yes	Elect Director Gregory D. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	12	Yes	Elect Director Douglas M. Steenland	For	For	For	For	A vote FOR all director nominees is warranted.
American Airlines Group Inc.	05/10/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Airlines Group Inc.	05/10/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft. Furthermore, concerns are raised with respect to the single-trigger vesting of equity in the event of a change in control.
American Airlines Group Inc.	05/10/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Airlines Group Inc.	05/10/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive; and * The plan allows for company loans to participants for the exercise of stock options.
American Airlines Group Inc.	05/10/2023	Shareholder	17	Yes	Adopt Simple Majority Vote	For	For	For	For	A vote FOR this proposal is warranted as the elimination of the supermajority voting requirements would enhance shareholder rights.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
American Electric Power Company, Inc.	04/25/2023	Management	1	Yes	Elect Director Nicholas K. Akins	For	For	Against	Against	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	2	Yes	Elect Director J. Barnie Beasley, Jr.	For	For	For	For	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	3	Yes	Elect Director Ben Fowke	For	For	Against	Against	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	4	Yes	Elect Director Art A. Garcia	For	For	Against	Against	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	5	Yes	Elect Director Linda A. Goodspeed	For	For	Against	Against	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	6	Yes	Elect Director Donna A. James	For	For	For	For	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.

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American Electric Power Company, Inc.	04/25/2023	Management	7	Yes	Elect Director Sandra Beach Lin	For	For	Against	Against	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	8	Yes	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	9	Yes	Elect Director Oliver G. 'Rick' Richard, III	For	For	For	For	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	10	Yes	Elect Director Daryl Roberts	For	For	For	For	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	11	Yes	Elect Director Julia A. Sloat	For	For	For	For	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	12	Yes	Elect Director Sara Martinez Tucker	For	For	Against	Against	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.

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American Electric Power Company, Inc.	04/25/2023	Management	13	Yes	Elect Director Lewis Von Thae	For	For	For	For	Votes AGAINST Sara Tucker and Linda Goodspeed are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nicholas Akins are warranted for serving as a non-independent board chair. Votes AGAINST director nominees Nicholas Akins, Sara Tucker, Sandra Beach Lin, Ben Fowke, and Art Garcia are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
American Electric Power Company, Inc.	04/25/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
American Electric Power Company, Inc.	04/25/2023	Management	15	Yes	Reduce Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
American Electric Power Company, Inc.	04/25/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. The majority of compensation continues to be conditioned on objective performance metrics with clearly disclosed goals under both the annual and long-term incentive plans.
American Electric Power Company, Inc.	04/25/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Express Company	05/02/2023	Management	1	Yes	Elect Director Thomas J. Baltimore	For	For	Against	Against	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	2	Yes	Elect Director John J. Brennan	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	3	Yes	Elect Director Peter Chernin	For	For	Against	Against	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	4	Yes	Elect Director Walter J. Clayton, III	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	5	Yes	Elect Director Ralph de la Vega	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	6	Yes	Elect Director Theodore J. Leonsis	For	For	Against	Against	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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American Express Company	05/02/2023	Management	7	Yes	Elect Director Deborah P. Majoras	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	8	Yes	Elect Director Karen L. Parkhill	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	9	Yes	Elect Director Charles E. Phillips	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	10	Yes	Elect Director Lynn A. Pike	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	11	Yes	Elect Director Stephen J. Squeri	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	12	Yes	Elect Director Daniel L. Vasella	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	13	Yes	Elect Director Lisa W. Wardell	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	14	Yes	Elect Director Christopher D. Young	For	For	For	For	Votes AGAINST Peter Chernin and Theodore Leonsis are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
American Express Company	05/02/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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American Express Company	05/02/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The increase in CEO pay is primarily driven by a one-time equity award valued by the company at \$15 million. On the positive side, the award requires significant TSR appreciation to vest. However, the sustainment requirement period is relatively short and may reward short-term spikes in share price without long-term sustained share price appreciation. Additionally, although annual LTI awards are predominantly based on rigorous, clearly disclosed goals, there are significant concerns regarding STI program structure and disclosure. The majority of the corporate component is based on goals for which quantified targets are not disclosed. The proxy also does not disclose threshold or maximum goals for any metrics, individual metric weightings, nor sufficient details around the CEO's individual performance component (which was achieved at maximum). Lastly, concerns remain with respect to the excessive personal use of corporate aircraft perquisite provided to the CEO. In light of the concerns noted above, the quantitative pay-for-performance misalignment is not mitigated and a vote AGAINST this proposal is warranted.
American Express Company	05/02/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Express Company	05/02/2023	Shareholder	18	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted. The board's severance plan document establishes a reasonable limit on cash severance. However, the proxy does not disclose a policy or requirement that payments in excess of amounts provided under the plan are subject to shareholder approval. Without such a requirement, shareholders do not have adequate assurances that the company's current practice safeguards against excessive severance payments.
American Express Company	05/02/2023	Shareholder	19	Yes	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
American Financial Group, Inc.	05/17/2023	Management	1	Yes	Elect Director Carl H. Lindner, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	2	Yes	Elect Director S. Craig Lindner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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American Financial Group, Inc.	05/17/2023	Management	3	Yes	Elect Director John B. Berding	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	4	Yes	Elect Director James E. Evans	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	5	Yes	Elect Director Terry S. Jacobs	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	6	Yes	Elect Director Gregory G. Joseph	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	7	Yes	Elect Director Mary Beth Martin	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	8	Yes	Elect Director Amy Y. Murray	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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American Financial Group, Inc.	05/17/2023	Management	9	Yes	Elect Director Evans N. Nwankwo	For	For	For	For	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	10	Yes	Elect Director William W. Verity	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	11	Yes	Elect Director John I. Von Lehman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Carl Lindner III, S. Craig Lindner, Gregory Joseph, John Berding, James Evans, Terry Jacobs, William Verity, and John Von Lehman are warranted for lack of a majority independent board. WITHHOLD votes for Gregory Joseph, Terry Jacobs, William Verity, and John Von Lehman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Financial Group, Inc.	05/17/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Financial Group, Inc.	05/17/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and miscellaneous perquisites to the CEO.
American Financial Group, Inc.	05/17/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American International Group, Inc.	05/10/2023	Management	1	Yes	Elect Director Paola Bergamaschi	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	2	Yes	Elect Director James Cole, Jr.	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	3	Yes	Elect Director W. Don Cornwell	For	For	Against	Against	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	4	Yes	Elect Director Linda A. Mills	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	5	Yes	Elect Director Diana M. Murphy	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	6	Yes	Elect Director Peter R. Porrino	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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American International Group, Inc.	05/10/2023	Management	7	Yes	Elect Director John G. Rice	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	8	Yes	Elect Director Therese M. Vaughan	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	9	Yes	Elect Director Vanessa A. Wittman	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	10	Yes	Elect Director Peter Zaffino	For	For	For	For	Votes AGAINST Wyllie Don Cornwell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
American International Group, Inc.	05/10/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns surrounding the magnitude and structure of a large off-cycle award granted to the CEO in connection with entering into a five-year employment agreement. On the positive side, the award has a relatively long five-year cliff vesting period. However, the award, which was granted amid back-to-back increases in target LTI opportunities, lacks performance-vesting criteria. With respect to regular incentive awards, some concern is raised by the STI program structure, as awards may be substantially increased by discretionary assessments of individual performance and have been for the CEO's awards for consecutive years. Further, the relative TSR metric in the LTI program, although not heavily weighted, provides for target vesting for below median performance against a relatively small peer group. Lastly, concerns are also raised with respect to the excessive corporate aircraft perquisite provided to the CEO.
American International Group, Inc.	05/10/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American International Group, Inc.	05/10/2023	Shareholder	13	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
American Tower Corporation	05/24/2023	Management	1	Yes	Elect Director Thomas A. Bartlett	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	2	Yes	Elect Director Kelly C. Chambliss	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	3	Yes	Elect Director Teresa H. Clarke	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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American Tower Corporation	05/24/2023	Management	4	Yes	Elect Director Raymond P. Dolan	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	5	Yes	Elect Director Kenneth R. Frank	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	6	Yes	Elect Director Robert D. Hormats	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	7	Yes	Elect Director Grace D. Lieblein	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	8	Yes	Elect Director Craig Macnab	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	9	Yes	Elect Director JoAnn A. Reed	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	10	Yes	Elect Director Pamela D. A. Reeve	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	11	Yes	Elect Director Bruce L. Tanner	For	For	For	For	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	12	Yes	Elect Director Samme L. Thompson	For	For	Against	Against	Votes AGAINST Pamela (Pam) Reeve, Raymond Dolan, JoAnn Reed and Samme Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Tower Corporation	05/24/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Tower Corporation	05/24/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily based on pre-set financial metrics. Equity awards were largely performance-conditioned and performance shares were based on multi-year performance periods.
American Tower Corporation	05/24/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Water Works Company, Inc.	05/10/2023	Management	1	Yes	Elect Director Jeffrey N. Edwards	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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American Water Works Company, Inc.	05/10/2023	Management	2	Yes	Elect Director Martha Clark Goss	For	For	Against	Against	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	3	Yes	Elect Director M. Susan Hardwick	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	4	Yes	Elect Director Kimberly J. Harris	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	5	Yes	Elect Director Laurie P. Havanec	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	6	Yes	Elect Director Julia L. Johnson	For	For	Against	Against	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	7	Yes	Elect Director Patricia L. Kampling	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	8	Yes	Elect Director Karl F. Kurz	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	9	Yes	Elect Director Michael L. Marberry	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	10	Yes	Elect Director James G. Stavridis	For	For	For	For	Votes AGAINST Martha Goss and Julia Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
American Water Works Company, Inc.	05/10/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
American Water Works Company, Inc.	05/10/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
American Water Works Company, Inc.	05/10/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
American Water Works Company, Inc.	05/10/2023	Shareholder	14	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this proposal is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of American Water's efforts to address racial inequity.
Americold Realty Trust	05/16/2023	Management	1	Yes	Elect Director George F. Chappelle, Jr.	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	2	Yes	Elect Director George J. Alburger, Jr.	For	For	Against	Against	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	3	Yes	Elect Director Kelly H. Barrett	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Americold Realty Trust	05/16/2023	Management	4	Yes	Elect Director Robert L. Bass	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	5	Yes	Elect Director Antonio F. Fernandez	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	6	Yes	Elect Director Pamela K. Kohn	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	7	Yes	Elect Director David J. Neithercut	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	8	Yes	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	9	Yes	Elect Director Andrew P. Power	For	For	For	For	Votes AGAINST George Alburger Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Americold Realty Trust	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Americold Realty Trust	05/16/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Ameriprise Financial, Inc.	04/26/2023	Management	1	Yes	Elect Director James M. Cracchiolo	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	2	Yes	Elect Director Robert F. Sharpe, Jr.	For	For	Against	Against	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	3	Yes	Elect Director Dianne Neal Blixt	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	4	Yes	Elect Director Amy DiGeso	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	5	Yes	Elect Director Christopher J. Williams	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	6	Yes	Elect Director Armando Pimentel, Jr.	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	7	Yes	Elect Director Brian T. Shea	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	8	Yes	Elect Director W. Edward Walter, III	For	For	For	For	Votes AGAINST Robert Sharpe Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ameriprise Financial, Inc.	04/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of personal aircraft use perquisites to the CEO. Concerns also remain over the lack of certain key disclosures for the annual incentive program, which limits transparency. In addition, certain target goals were lowered amid an increase in target award opportunity for the annual cash incentive.

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Ameriprise Financial, Inc.	04/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ameriprise Financial, Inc.	04/26/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ameriprise Financial, Inc.	04/26/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AmerisourceBergen Corporation	03/09/2023	Management	1	Yes	Elect Director Ornella Barra	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	2	Yes	Elect Director Steven H. Collis	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	3	Yes	Elect Director D. Mark Durcan	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	4	Yes	Elect Director Richard W. Gochnauer	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	5	Yes	Elect Director Lon R. Greenberg	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	6	Yes	Elect Director Kathleen W. Hyle	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	7	Yes	Elect Director Lorence H. Kim	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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AmerisourceBergen Corporation	03/09/2023	Management	8	Yes	Elect Director Henry W. McGee	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	9	Yes	Elect Director Redonda G. Miller	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	10	Yes	Elect Director Dennis M. Nally	For	For	For	For	Votes AGAINST non-independent nominees Steven Collis, Ornella Barra, Richard Gochnauer, Kathleen Hyle and Henry McGee are warranted for lack of a majority independent board. Votes AGAINST Richard Gochnauer, Kathleen Hyle and Henry McGee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AmerisourceBergen Corporation	03/09/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AmerisourceBergen Corporation	03/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given the pay and performance alignment for the year in review. Annual incentives and the majority of long-term incentives are based on financial performance. In addition, performance shares utilize multi-year performance periods, and the relative TSR modifier targets above-median performance and subjects performance awards to a payout cap for negative absolute TSR results.
AmerisourceBergen Corporation	03/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AmerisourceBergen Corporation	03/09/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
AMETEK, Inc.	05/04/2023	Management	1	Yes	Elect Director Thomas A. Amato	For	For	For	For	Votes AGAINST Anthony Conti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMETEK, Inc.	05/04/2023	Management	2	Yes	Elect Director Anthony J. Conti	For	For	Against	Against	Votes AGAINST Anthony Conti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMETEK, Inc.	05/04/2023	Management	3	Yes	Elect Director Gretchen W. McClain	For	For	For	For	Votes AGAINST Anthony Conti are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AMETEK, Inc.	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned. Some concerns are noted regarding the rigors of the long-term incentives. However, the STI is primarily based on financial objectives and half of the long-term incentives are targeted to be performance based, with PRSUs utilizing a multi-year performance period.

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AMETEK, Inc.	05/04/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AMETEK, Inc.	05/04/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amgen Inc.	05/19/2023	Management	1	Yes	Elect Director Wanda M. Austin	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	2	Yes	Elect Director Robert A. Bradway	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	3	Yes	Elect Director Michael V. Drake	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	4	Yes	Elect Director Brian J. Druker	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	5	Yes	Elect Director Robert A. Eckert	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	6	Yes	Elect Director Greg C. Garland	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	7	Yes	Elect Director Charles M. Holley, Jr.	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	8	Yes	Elect Director S. Omar Ishrak	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	9	Yes	Elect Director Tyler Jacks	For	For	Against	Against	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	10	Yes	Elect Director Ellen J. Kullman	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	11	Yes	Elect Director Amy E. Miles	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	12	Yes	Elect Director Ronald D. Sugar	For	For	Against	Against	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	13	Yes	Elect Director R. Sanders Williams	For	For	For	For	Votes AGAINST Tyler Jacks and Ronald (Ron) Sugar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Amgen Inc.	05/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Amgen Inc.	05/19/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although some concern exists that financial targets for the annual incentives were set below the prior year's targets and actual performance, annual incentives are predominantly tied to pre-set objective measures, and half of the equity awards are performance-conditioned.
Amgen Inc.	05/19/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amphenol Corporation	05/18/2023	Management	1	Yes	Elect Director Nancy A. Altobello	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	2	Yes	Elect Director David P. Falck	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	3	Yes	Elect Director Edward G. Jepsen	For	For	Against	Against	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	4	Yes	Elect Director Rita S. Lane	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	5	Yes	Elect Director Robert A. Livingston	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	6	Yes	Elect Director Martin H. Loeffler	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	7	Yes	Elect Director R. Adam Norwitt	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	8	Yes	Elect Director Prahlad Singh	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	9	Yes	Elect Director Anne Clarke Wolff	For	For	For	For	Votes AGAINST Edward Jepsen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Amphenol Corporation	05/18/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Amphenol Corporation	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO pay was aligned with company performance during the year in review, and annual incentive awards are based entirely on financial performance metrics. Nevertheless, concerns remain regarding the company's equity awards lacking any performance-conditions.
Amphenol Corporation	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Amphenol Corporation	05/18/2023	Shareholder	13	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this proposal is warranted, as increased disclosure of the company's indirect political contributions through trade associations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Analog Devices, Inc.	03/08/2023	Management	1	Yes	Elect Director Vincent Roche	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	2	Yes	Elect Director James A. Champy	For	For	Against	Against	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Analog Devices, Inc.	03/08/2023	Management	3	Yes	Elect Director Andre Andonian	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	4	Yes	Elect Director Anantha P. Chandrakasan	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	5	Yes	Elect Director Edward H. Frank	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	6	Yes	Elect Director Laurie H. Glimcher	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	7	Yes	Elect Director Karen M. Golz	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	8	Yes	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	9	Yes	Elect Director Kenton J. Sicchitano	For	For	Against	Against	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	10	Yes	Elect Director Ray Stata	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	11	Yes	Elect Director Susie Wee	For	For	For	For	Votes AGAINST James Champy and Kenton Sicchitano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Analog Devices, Inc.	03/08/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Analog Devices, Inc.	03/08/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Analog Devices, Inc.	03/08/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Annaly Capital Management, Inc.	05/17/2023	Management	1	Yes	Elect Director Francine J. Bovich	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	2	Yes	Elect Director David L. Finkelstein	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	3	Yes	Elect Director Thomas Hamilton	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	4	Yes	Elect Director Kathy Hopinkah Hannan	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	5	Yes	Elect Director Michael Haylon	For	For	Against	Against	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Annaly Capital Management, Inc.	05/17/2023	Management	6	Yes	Elect Director Martin Laguerre	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	7	Yes	Elect Director Eric A. Reeves	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	8	Yes	Elect Director John H. Schaefer	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	9	Yes	Elect Director Glenn A. Votek	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	10	Yes	Elect Director Vicki Williams	For	For	For	For	Votes AGAINST Michael Haylon are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern regarding the total incentive award determination process, as the scorecard contains certain features that add complexity for investors attempting to assess the pay-for-performance linkage. Additionally, the target goal for one metric is only described in vague terms and individual metrics appear to receive guaranteed minimum scores regardless of the level of performance achievement. While these issues warrant continued close monitoring, there are mitigating factors. For FY22, the committee introduced a total threshold score under which no awards will be made, and discretionarily reduced awards to below target to align with company performance. Further, half of LTI awards are earned based on clearly disclosed multi-year goals, and relative metrics under the scorecard and LTI program target outperformance and cap payouts if absolute TSR is negative. On balance of these factors, a vote FOR this proposal is warranted, with caution. Continued close monitoring of the scorecard structure and pay outcomes is warranted.
Annaly Capital Management, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Annaly Capital Management, Inc.	05/17/2023	Management	13	Yes	Reduce Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because it would limit future dilution of shareholder investment.
Annaly Capital Management, Inc.	05/17/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Annaly Capital Management, Inc.	05/17/2023	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
ANSYS, Inc.	05/12/2023	Management	1	Yes	Elect Director Robert M. Calderoni	For	For	For	For	A vote FOR all director nominees is warranted.
ANSYS, Inc.	05/12/2023	Management	2	Yes	Elect Director Glenda M. Dorchak	For	For	For	For	A vote FOR all director nominees is warranted.
ANSYS, Inc.	05/12/2023	Management	3	Yes	Elect Director Ajei S. Gopal	For	For	For	For	A vote FOR all director nominees is warranted.
ANSYS, Inc.	05/12/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ANSYS, Inc.	05/12/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time and the majority of CEO pay is conditioned on objective financial performance metrics. However, a concern is noted regarding annually set performance goals in the LTI program.
ANSYS, Inc.	05/12/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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ANSYS, Inc.	05/12/2023	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Antero Midstream Corporation	06/06/2023	Management	1	Yes	Elect Director Peter A. Dea	For	For	For	For	WITHHOLD votes are warranted for W. Howard Keenan Jr.: * as a governance committee member, for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and * as a nominating committee member, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/06/2023	Management	2	Yes	Elect Director W. Howard Keenan, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for W. Howard Keenan Jr.: * as a governance committee member, for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and * as a nominating committee member, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/06/2023	Management	3	Yes	Elect Director Janine J. McArdle	For	For	For	For	WITHHOLD votes are warranted for W. Howard Keenan Jr.: * as a governance committee member, for failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and * as a nominating committee member, for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Midstream Corporation	06/06/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Antero Midstream Corporation	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Antero Midstream Corporation	06/06/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Antero Resources Corporation	06/06/2023	Management	1	Yes	Elect Director Paul M. Rady	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for chairman Paul Rady for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Resources Corporation	06/06/2023	Management	2	Yes	Elect Director Thomas B. Tyree, Jr.	For	For	For	For	WITHHOLD votes are warranted for chairman Paul Rady for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Resources Corporation	06/06/2023	Management	3	Yes	Elect Director Brenda R. Schroer	For	For	For	For	WITHHOLD votes are warranted for chairman Paul Rady for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Antero Resources Corporation	06/06/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Antero Resources Corporation	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee elected to increase the pay benchmark for all executives to the 75th percentile, contributing significantly to the pay for performance misalignment identified for the year in review as the target value of the CEO's annual-cycle award more than doubled, year-over-year. The granting of significant off-cycle awards in half time-vesting equity to all executives further increased pay magnitude, while performance equity used primarily annual performance periods and set less rigorous goals for a metric shared with the annual incentive. Moreover, the committee set certain annual incentive targets lower than the prior year's performance and utilized their discretion to further increase actual payouts without a compelling rationale.
Antero Resources Corporation	06/06/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Aon plc	06/16/2023	Management	1	Yes	Elect Director Lester B. Knight	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	2	Yes	Elect Director Gregory C. Case	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	3	Yes	Elect Director Jin-Yong Cai	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	4	Yes	Elect Director Jeffrey C. Campbell	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Aon plc	06/16/2023	Management	5	Yes	Elect Director Fulvio Conti	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	6	Yes	Elect Director Cheryl A. Francis	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	7	Yes	Elect Director Adriana Karaboutis	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	8	Yes	Elect Director Richard C. Notebaert	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	9	Yes	Elect Director Gloria Santona	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	10	Yes	Elect Director Sarah E. Smith	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Aon plc	06/16/2023	Management	11	Yes	Elect Director Byron O. Spruell	For	For	For	For	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	12	Yes	Elect Director Carolyn Y. Woo	For	For	Against	Against	Votes AGAINST non-independent nominees Lester Knight, Gregory Case, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are warranted for lack of a majority independent board. Votes AGAINST Lester Knight, Fulvio Conti, Cheryl Francis, Richard Notebaert, Gloria Santona and Carolyn Woo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aon plc	06/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned. Although some concerns are noted regarding the lack of goal disclosure, the annual incentives are primarily based on pre-set financial metrics and the long-term incentives are entirely performance-based.
Aon plc	06/16/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Aon plc	06/16/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aon plc	06/16/2023	Management	16	Yes	Ratify Ernst & Young Chartered Accountants as Statutory Auditor	For	For	For	For	A vote FOR these proposals to ratify the auditor is warranted.
Aon plc	06/16/2023	Management	17	Yes	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For	For	A vote FOR these proposals to ratify the auditor is warranted.
Aon plc	06/16/2023	Management	18	Yes	Amend Omnibus Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
APA Corporation	05/23/2023	Management	1	Yes	Elect Director Annell R. Bay	For	For	Against	Against	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	2	Yes	Elect Director John J. Christmann, IV	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	3	Yes	Elect Director Juliet S. Ellis	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
APA Corporation	05/23/2023	Management	4	Yes	Elect Director Charles W. Hooper	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	5	Yes	Elect Director Chansoo Joung	For	For	Against	Against	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	6	Yes	Elect Director H. Lamar McKay	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	7	Yes	Elect Director Amy H. Nelson	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	8	Yes	Elect Director Daniel W. Rabun	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	9	Yes	Elect Director Peter A. Ragauss	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	10	Yes	Elect Director David L. Stover	For	For	For	For	Votes AGAINST Chansoo Joung are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Annell Bay are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
APA Corporation	05/23/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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APA Corporation	05/23/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The compensation committee sufficiently responded to last year's relatively low say-on-pay vote result with improvements to the annual and long-term incentive programs and improved disclosure. In addition, there are certain factors that mitigate a pay-for-performance misalignment for the year under review, including the company's strong TSR and financial performance, improved transparency under the annual incentive program, a reduction in the CEO's target LTI award value, and LTI awards that are majority tied to multi-year performance metrics. Continued monitoring of the program is warranted given concerns surrounding short- and long-term goal rigor and lack of complete disclosure of LTI goals.
APA Corporation	05/23/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
APA Corporation	05/23/2023	Management	14	Yes	Amend Certificate of Incorporation to Provide for Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Apple Inc.	03/10/2023	Management	1	Yes	Elect Director James Bell	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	2	Yes	Elect Director Tim Cook	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	3	Yes	Elect Director Al Gore	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	4	Yes	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	5	Yes	Elect Director Andrea Jung	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Apple Inc.	03/10/2023	Management	6	Yes	Elect Director Art Levinson	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	7	Yes	Elect Director Monica Lozano	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	8	Yes	Elect Director Ron Sugar	For	For	Against	Against	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	9	Yes	Elect Director Sue Wagner	For	For	For	For	Votes AGAINST non-independent nominees Arthur (Art) Levinson, Timothy (Tim) Cook, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are warranted for lack of a majority independent board. Votes AGAINST Arthur (Art) Levinson, Albert (Al) Gore Jr., Andrea Jung and Ronald (Ron) Sugar are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apple Inc.	03/10/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Apple Inc.	03/10/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and security perquisites to the CEO. Concerns are further raised by the \$75 million equity grant to the CEO in FY22, the second consecutive year he received a grant of such magnitude, as well as the relatively high CEO and NEOs' pay opportunities that remain unchanged for FY23.
Apple Inc.	03/10/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Apple Inc.	03/10/2023	Shareholder	13	Yes	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company has adequate disclosures related to its DEI initiatives and commitments, and it has already committed to conducting a civil rights audit.
Apple Inc.	03/10/2023	Shareholder	14	Yes	Report on Operations in Communist China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and to have policies in place that seem to address human rights concerns raised by the proponent.
Apple Inc.	03/10/2023	Shareholder	15	Yes	Adopt a Policy Establishing an Engagement Process with Proponents to Shareholder Proposals	Against	Against	For	For	A vote FOR this resolution is warranted, as it may further promote shareholder engagement oversight and encourage board responsiveness and accountability.
Apple Inc.	03/10/2023	Shareholder	16	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.

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Apple Inc.	03/10/2023	Shareholder	17	Yes	Amend Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed amendment would enhance the company's existing right for shareholders while maintaining necessary safeguards on the nomination process.
Applied Materials, Inc.	03/09/2023	Management	1	Yes	Elect Director Rani Borkar	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	2	Yes	Elect Director Judy Bruner	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	3	Yes	Elect Director Xun (Eric) Chen	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	4	Yes	Elect Director Aart J. de Geus	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	5	Yes	Elect Director Gary E. Dickerson	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	6	Yes	Elect Director Thomas J. Iannotti	For	For	Against	Against	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	7	Yes	Elect Director Alexander A. Karsner	For	For	Against	Against	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	8	Yes	Elect Director Kevin P. March	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	9	Yes	Elect Director Yvonne McGill	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	10	Yes	Elect Director Scott A. McGregor	For	For	For	For	Votes AGAINST Thomas Iannotti and Alexander Karsner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Applied Materials, Inc.	03/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Concerns continue to be raised regarding the annual incentive program, which are at least half based on strategic metrics and lack disclosure of metric objectives and some performance results, precluding analysis of program rigor. Nevertheless, pay and performance are reasonably aligned, with annual incentive awards paid out below target and at least half of long-term incentives granted in performance equity with three-year goals. A vote FOR this proposal is therefore warranted, although shareholders may wish to continue monitoring the annual incentive program.
Applied Materials, Inc.	03/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Applied Materials, Inc.	03/09/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Applied Materials, Inc.	03/09/2023	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is considered small given the company's size and the composition of its shareholder base.
Applied Materials, Inc.	03/09/2023	Shareholder	15	Yes	Improve Executive Compensation Program and Policy	Against	Against	For	For	A vote FOR this resolution is warranted. Inclusion of CEO pay ratio as a guiding factor for the improvement of executive compensation could allow for more informed and contextual assessments by investors as to whether the company's executive compensation practices are reasonable and fair and aligned with shareholders' long-term interests.
AppLovin Corporation	06/07/2023	Management	1	Yes	Elect Director Adam Foroughi	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/07/2023	Management	2	Yes	Elect Director Herald Chen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/07/2023	Management	3	Yes	Elect Director Craig Billings	For	For	Withhold	Withhold	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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AppLovin Corporation	06/07/2023	Management	4	Yes	Elect Director Margaret Georgiadis	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/07/2023	Management	5	Yes	Elect Director Alyssa Harvey Dawson	For	For	For	For	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/07/2023	Management	6	Yes	Elect Director Edward Oberwager	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/07/2023	Management	7	Yes	Elect Director Asha Sharma	For	For	For	For	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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AppLovin Corporation	06/07/2023	Management	8	Yes	Elect Director Eduardo Vivas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Edward (Ted) Oberwager are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Craig Billings are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for governance committee members Margaret (Margo) Georgiadis and Eduardo Vivas are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Adam Foroughi and Herald Chen are also warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
AppLovin Corporation	06/07/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
AppLovin Corporation	06/07/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AppLovin Corporation	06/07/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AptarGroup, Inc.	05/03/2023	Management	1	Yes	Elect Director George L. Fotiadis	For	For	For	For	Votes FOR the director nominees are warranted.
AptarGroup, Inc.	05/03/2023	Management	2	Yes	Elect Director Candace Matthews	For	For	For	For	Votes FOR the director nominees are warranted.
AptarGroup, Inc.	05/03/2023	Management	3	Yes	Elect Director B. Craig Owens	For	For	For	For	Votes FOR the director nominees are warranted.
AptarGroup, Inc.	05/03/2023	Management	4	Yes	Elect Director Julie Xing	For	For	For	For	Votes FOR the director nominees are warranted.
AptarGroup, Inc.	05/03/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
AptarGroup, Inc.	05/03/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AptarGroup, Inc.	05/03/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
AptarGroup, Inc.	05/03/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aptiv PLC	04/26/2023	Management	1	Yes	Elect Director Kevin P. Clark	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	2	Yes	Elect Director Richard L. (Rick) Clemmer	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	3	Yes	Elect Director Nancy E. Cooper	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	4	Yes	Elect Director Joseph L. (Jay) Hooley	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	5	Yes	Elect Director Merit E. Janow	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	6	Yes	Elect Director Sean O. Mahoney	For	For	Against	Against	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	7	Yes	Elect Director Paul M. Meister	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.

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Aptiv PLC	04/26/2023	Management	8	Yes	Elect Director Robert K. (Kelly) Ortberg	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	9	Yes	Elect Director Colin J. Parris	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	10	Yes	Elect Director Ana G. Pinczuk	For	For	For	For	Votes AGAINST Sean Mahoney are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Aptiv PLC	04/26/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aptiv PLC	04/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised with respect to the target LTI value increase for the CEO and non-disclosure of forward-looking goals for performance equity awards. However, STI awards were primarily based on objective financial metrics and, in a supplemental filing, the company discloses clearly the target goals and quantified performance results, both before and after certain adjustments made by the committee, as well as the corresponding impact on individual awards. Moreover, the committee capped the STI payouts (post-adjustments) to target level in recognition of negative stock price performance during the year.
Aramark	02/03/2023	Management	1	Yes	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	2	Yes	Elect Director Greg Creed	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	3	Yes	Elect Director Bridgette P. Heller	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	4	Yes	Elect Director Paul C. Hilal	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	5	Yes	Elect Director Kenneth M. Keverian	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	6	Yes	Elect Director Karen M. King	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	7	Yes	Elect Director Patricia E. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	8	Yes	Elect Director Stephen I. Sadove	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	9	Yes	Elect Director Kevin G. Wills	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	10	Yes	Elect Director Arthur B. Winkleblack	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	11	Yes	Elect Director John J. Zillmer	For	For	For	For	A vote FOR all director nominees is warranted.
Aramark	02/03/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Aramark	02/03/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance concerns are sufficiently mitigated during the year in review. The majority of CEO pay is conditioned on objective financial performance metrics and the PSUs which were eligible to vest in FY2022 were completely forfeited. While some concerns remain regarding the lack of disclosure of performance goals underlying the PSUs granted during the year in review, prior cycle PSU awards were not earned, in-line with recent company performance.
Aramark	02/03/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Arch Capital Group Ltd.	05/04/2023	Management	1	Yes	Elect Director Francis Ebong	For	For	For	For	Votes AGAINST Brian Posner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	2	Yes	Elect Director Eileen Mallesch	For	For	For	For	Votes AGAINST Brian Posner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	3	Yes	Elect Director Louis J. Paglia	For	For	For	For	Votes AGAINST Brian Posner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	4	Yes	Elect Director Brian S. Posner	For	For	Against	Against	Votes AGAINST Brian Posner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Arch Capital Group Ltd.	05/04/2023	Management	5	Yes	Elect Director John D. Vollaro	For	For	For	For	Votes AGAINST Brian Posner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted in light of the inordinate amount of total aggregate perquisites provided to the CEO.
Arch Capital Group Ltd.	05/04/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arch Capital Group Ltd.	05/04/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted. The plan's purchase price is at least 85 percent of fair market value and the offering period is not longer than 27 months. Also, the number of shares allocated to the plan is not more than 10 percent of outstanding shares.
Arch Capital Group Ltd.	05/04/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arch Capital Group Ltd.	05/04/2023	Management	10	Yes	Elect Director Matthew Dragonetti as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	11	Yes	Elect Director Seamus Fearon as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	12	Yes	Elect Director H. Beau Franklin as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	13	Yes	Elect Director Jerome Halgan as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	14	Yes	Elect Director James Haney as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	15	Yes	Elect Director Chris Hovey as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	16	Yes	Elect Director Pierre Jal as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	17	Yes	Elect Director Francois Morin as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	18	Yes	Elect Director David J. Mulholland as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	19	Yes	Elect Director Chiara Nannini as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	20	Yes	Elect Director Maamoun Rajeh as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Arch Capital Group Ltd.	05/04/2023	Management	21	Yes	Elect Director Christine Todd as Designated Company Director of Non-U.S. Subsidiaries	For	For	For	For	A vote FOR the director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	1	Yes	Elect Director Michael S. Burke	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	2	Yes	Elect Director Theodore Colbert	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	3	Yes	Elect Director James C. Collins, Jr.	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	4	Yes	Elect Director Terrell K. Crews	For	For	Against	Against	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	5	Yes	Elect Director Ellen de Brabander	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Archer-Daniels-Midland Company	05/04/2023	Management	6	Yes	Elect Director Suzan F. Harrison	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	7	Yes	Elect Director Juan R. Luciano	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	8	Yes	Elect Director Patrick J. Moore	For	For	Against	Against	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	9	Yes	Elect Director Debra A. Sandler	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	10	Yes	Elect Director Lei Z. Schlitz	For	For	For	For	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	11	Yes	Elect Director Kelvin R. Westbrook	For	For	Against	Against	Votes AGAINST Terrell Crews, Patrick Moore and Kelvin Westbrook are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Archer-Daniels-Midland Company	05/04/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Archer-Daniels-Midland Company	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. The majority of CEO pay remains conditioned on objective financial performance, and half of equity awards are based on a multi-year performance period.
Archer-Daniels-Midland Company	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Archer-Daniels-Midland Company	05/04/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/12/2023	Management	1	Yes	Elect Director Michael J. Arougheti	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	2	Yes	Elect Director Ashish Bhutani	For	For	For	For	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	3	Yes	Elect Director Antoinette Bush	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.

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Ares Management Corporation	06/12/2023	Management	4	Yes	Elect Director R. Kipp deVeer	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	5	Yes	Elect Director Paul G. Joubert	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	6	Yes	Elect Director David B. Kaplan	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ares Management Corporation	06/12/2023	Management	7	Yes	Elect Director Michael Lynton	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	8	Yes	Elect Director Eileen Naughton	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	9	Yes	Elect Director Judy D. Olian	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.

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Ares Management Corporation	06/12/2023	Management	10	Yes	Elect Director Antony P. Ressler	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	11	Yes	Elect Director Bennett Rosenthal	For	Against	Against	Against	Votes AGAINST Antony Ressler and Michael Arougheti are warranted for serving as non-independent members of a key board committee. Votes AGAINST David Kaplan are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee members Antony Ressler, Michael Arougheti, Antoinette (Toni) Bush, and Judy Olian are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. Votes AGAINST Antony Ressler, Michael Arougheti, R. Kipp deVeer, David Kaplan, and Bennett Rosenthal are further warranted as their ownership of the supervoting shares through Ares Partners Holdco LLC provide them with voting power control of the company. Votes AGAINST compensation committee members Antoinette (Toni) Bush, Paul Joubert, Michael Lynton, Eileen Naughton, and Judy Olian are further warranted due to an unmitigated pay-for-performance misalignment. A vote FOR Ashish Bhutani is warranted.
Ares Management Corporation	06/12/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ares Management Corporation	06/12/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan contains evergreen feature (overriding factor); and * The company's potential Voting Power Dilution (VPD) for all incentive plans of 29.70 percent is excessive.
Arista Networks, Inc.	06/14/2023	Management	1	Yes	Elect Director Lewis Chew	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Templeton and Lewis Chew due to the board's unilateral adoption of an exclusive forum bylaw and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Douglas Merritt is warranted.
Arista Networks, Inc.	06/14/2023	Management	2	No	Elect Director Douglas Merritt *Withdrawn Resolution*					

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Arista Networks, Inc.	06/14/2023	Management	3	Yes	Elect Director Mark B. Templeton	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Mark Templeton and Lewis Chew due to the board's unilateral adoption of an exclusive forum bylaw and given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights. A vote FOR the new director nominee Douglas Merritt is warranted.
Arista Networks, Inc.	06/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives utilize financial metrics and long-term incentives are entirely performance-based for the CEO. However, concern remains regarding the level of disclosure of weightings, targets, and results under the annual incentive plan, as well as the use of duplicative metrics, targets and one-year performance periods under the long-term incentive plan.
Arista Networks, Inc.	06/14/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Armstrong World Industries, Inc.	06/15/2023	Management	1	Yes	Elect Director Victor D. Grizzle	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	2	Yes	Elect Director Richard D. Holder	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	3	Yes	Elect Director Barbara L. Loughran	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	4	Yes	Elect Director James C. Melville	For	For	Withhold	Withhold	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	5	Yes	Elect Director William H. Osborne	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	6	Yes	Elect Director Wayne R. Shurts	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	7	Yes	Elect Director Roy W. Templin	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	8	Yes	Elect Director Cheryl T. Thomas	For	For	For	For	WITHHOLD votes for James Melville are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Armstrong World Industries, Inc.	06/15/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Armstrong World Industries, Inc.	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were determined by clearly disclosed, pre-set financial metrics. In addition, annual-cycle equity awards are entirely performance conditioned, PSUs utilize multi-year performance periods, and forward-looking performance targets were disclosed. Moreover, prior-cycle PSUs were not earned due to below-threshold performance, which generally aligned with the company's recent TSR underperformance.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Armstrong World Industries, Inc.	06/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arrow Electronics, Inc.	05/17/2023	Management	1	Yes	Elect Director William F. Austen	For	For	For	For	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	2	Yes	Elect Director Fabian T. Garcia	For	For	For	For	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	3	Yes	Elect Director Steven H. Gunby	For	For	For	For	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	4	Yes	Elect Director Gail E. Hamilton	For	For	Withhold	Withhold	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	5	Yes	Elect Director Andrew C. Kerin	For	For	Withhold	Withhold	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	6	Yes	Elect Director Sean J. Kerins	For	For	For	For	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Arrow Electronics, Inc.	05/17/2023	Management	7	Yes	Elect Director Carol P. Lowe	For	For	For	For	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	8	Yes	Elect Director Mary T. McDowell	For	For	For	For	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	9	Yes	Elect Director Stephen C. Patrick	For	For	Withhold	Withhold	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	10	Yes	Elect Director Gerry P. Smith	For	For	For	For	WITHHOLD votes for Gail Hamilton, Andrew Kerin and Stephen Patrick are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair William Austen are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Arrow Electronics, Inc.	05/17/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arrow Electronics, Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Arrow Electronics, Inc.	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arthur J. Gallagher & Co.	05/09/2023	Management	1	Yes	Elect Director Sherry S. Barrat	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	2	Yes	Elect Director William L. Bax	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Arthur J. Gallagher & Co.	05/09/2023	Management	3	Yes	Elect Director Teresa H. Clarke	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	4	Yes	Elect Director D. John Coldman	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	5	Yes	Elect Director J. Patrick Gallagher, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	6	Yes	Elect Director David S. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	7	Yes	Elect Director Christopher C. Miskel	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	8	Yes	Elect Director Ralph J. Nicoletti	For	For	For	For	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	9	Yes	Elect Director Norman L. Rosenthal	For	For	Against	Against	Votes AGAINST non-independent nominees J. Patrick (Pat) Gallagher Jr., David Johnson, William Bax, David Coldman, and Norman Rosenthal are warranted for lack of a majority independent board. Votes AGAINST David Johnson, William Bax and Norman Rosenthal are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Arthur J. Gallagher & Co.	05/09/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Arthur J. Gallagher & Co.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Arthur J. Gallagher & Co.	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Arthur J. Gallagher & Co.	05/09/2023	Management	13	Yes	Amend Certificate of Incorporation to Limit the Personal Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

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Ashland Inc.	01/24/2023	Management	1	Yes	Elect Director Steven D. Bishop	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	2	Yes	Elect Director Brendan M. Cummins	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	3	Yes	Elect Director Suzan F. Harrison	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	4	Yes	Elect Director Jay V. Ihlenfeld	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	5	Yes	Elect Director Wetteny Joseph	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	6	Yes	Elect Director Susan L. Main	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	7	Yes	Elect Director Guillermo Novo	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	8	Yes	Elect Director Jerome A. Peribere	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	9	Yes	Elect Director Janice J. Teal	For	For	For	For	A vote FOR the director nominees is warranted.
Ashland Inc.	01/24/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ashland Inc.	01/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ashland Inc.	01/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Assurant, Inc.	05/11/2023	Management	1	Yes	Elect Director Elaine D. Rosen	For	For	Against	Against	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	2	Yes	Elect Director Paget L. Alves	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	3	Yes	Elect Director Rajiv Basu	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	4	Yes	Elect Director J. Braxton Carter	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	5	Yes	Elect Director Juan N. Cento	For	For	Against	Against	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	6	Yes	Elect Director Keith W. Demmings	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	7	Yes	Elect Director Harriet Edelman	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	8	Yes	Elect Director Sari Granat	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assurant, Inc.	05/11/2023	Management	9	Yes	Elect Director Lawrence V. Jackson	For	For	Against	Against	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	10	Yes	Elect Director Debra J. Perry	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	11	Yes	Elect Director Ognjen (Ogi) Redzic	For	For	For	For	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	12	Yes	Elect Director Paul J. Reilly	For	For	Against	Against	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	13	Yes	Elect Director Robert W. Stein	For	For	Against	Against	Votes AGAINST Elaine Rosen, Juan Cento, Lawrence Jackson, Paul Reilly, and Robert (Bob) Stein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assurant, Inc.	05/11/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assurant, Inc.	05/11/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.
Assurant, Inc.	05/11/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Assured Guaranty Ltd.	05/03/2023	Management	1	Yes	Elect Director Francisco L. Borges	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	2	Yes	Elect Director G. Lawrence Buhl	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	3	Yes	Elect Director Dominic J. Frederico	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	4	Yes	Elect Director Bonnie L. Howard	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	5	Yes	Elect Director Thomas W. Jones	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	6	Yes	Elect Director Patrick W. Kenny	For	For	Against	Against	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	7	Yes	Elect Director Alan J. Kreczko	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Assured Guaranty Ltd.	05/03/2023	Management	8	Yes	Elect Director Simon W. Leathes	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	9	Yes	Elect Director Yukiko Omura	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	10	Yes	Elect Director Lorin P.T. Radtke	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	11	Yes	Elect Director Courtney C. Shea	For	For	For	For	Votes AGAINST Francisco Borges, G. Lawrence Buhl and Patrick Kenny are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The majority of equity awards are conditioned on long-term performance goals, including a rigorous relative TSR metric, and annual incentive awards are based primarily on objective financial performance metrics. Nevertheless, the CEO's award opportunities remain relatively large, and there are concerns regarding the goal disclosure and rigor of the annual incentive metrics.
Assured Guaranty Ltd.	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Assured Guaranty Ltd.	05/03/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offer period is within limits prescribed by Section 423 of the Internal Revenue Code.
Assured Guaranty Ltd.	05/03/2023	Management	15	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Assured Guaranty Ltd.	05/03/2023	Management	16	Yes	Elect Robert A. Bailenson as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	17	Yes	Elect Gary Burnet as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	18	Yes	Elect Ling Chow as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	19	Yes	Elect Stephen Donnarumma as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	20	Yes	Elect Dominic J. Frederico as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	21	Yes	Elect Darrin Futter as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	22	Yes	Elect Jorge A. Gana as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	23	Yes	Elect Holly L. Horn as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	24	Yes	Elect Walter A. Scott as Director of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR the director nominees of subsidiary Assured Guaranty Re is warranted.
Assured Guaranty Ltd.	05/03/2023	Management	25	Yes	Ratify PricewaterhouseCoopers LLP as Auditor of Assured Guaranty Re Ltd.	For	For	For	For	A vote FOR this proposal to ratify the subsidiary's auditor is warranted.
AT&T Inc.	05/18/2023	Management	1	Yes	Elect Director Scott T. Ford	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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AT&T Inc.	05/18/2023	Management	2	Yes	Elect Director Glenn H. Hutchins	For	For	Against	Against	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	3	Yes	Elect Director William E. Kennard	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	4	Yes	Elect Director Stephen J. Luczo	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	5	Yes	Elect Director Michael B. McCallister	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	6	Yes	Elect Director Beth E. Mooney	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	7	Yes	Elect Director Matthew K. Rose	For	For	Against	Against	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	8	Yes	Elect Director John T. Stankey	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AT&T Inc.	05/18/2023	Management	9	Yes	Elect Director Cynthia B. Taylor	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	10	Yes	Elect Director Luis A. Ubinas	For	For	For	For	Votes AGAINST Matthew (Matt) Rose are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Glenn Hutchins are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
AT&T Inc.	05/18/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AT&T Inc.	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide excessive perquisites to certain executives, consisting primarily of a large life insurance benefit.
AT&T Inc.	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AT&T Inc.	05/18/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
AT&T Inc.	05/18/2023	Shareholder	15	Yes	Commission Third Party Racial Equity Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of AT&T's efforts to address the issue of any inequality in its workforce and its management of related risks.
Atmos Energy Corporation	02/08/2023	Management	1	Yes	Elect Director John C. Ale	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	2	Yes	Elect Director J. Kevin Akers	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	3	Yes	Elect Director Kim R. Cocklin	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	4	Yes	Elect Director Kelly H. Compton	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	5	Yes	Elect Director Sean Donohue	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	6	Yes	Elect Director Rafael G. Garza	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Atmos Energy Corporation	02/08/2023	Management	7	Yes	Elect Director Richard K. Gordon	For	For	Against	Against	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	8	Yes	Elect Director Nancy K. Quinn	For	For	Against	Against	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	9	Yes	Elect Director Richard A. Sampson	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	10	Yes	Elect Director Diana J. Walters	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	11	Yes	Elect Director Frank Yoho	For	For	For	For	Votes AGAINST Richard Gordon and Nancy Quinn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Atmos Energy Corporation	02/08/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Atmos Energy Corporation	02/08/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are entirely based on financial performance, and long-term incentives are half-comprised of performance awards that utilize a multi-year performance period. Further, both award payouts are capped at target for negative absolute TSR performance during the relative performance periods.
Autodesk, Inc.	06/21/2023	Management	1	Yes	Elect Director Andrew Anagnost	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	2	Yes	Elect Director Karen Blasing	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	3	Yes	Elect Director Reid French	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	4	Yes	Elect Director Ayanna Howard	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Autodesk, Inc.	06/21/2023	Management	5	Yes	Elect Director Blake Irving	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	6	Yes	Elect Director Mary T. McDowell	For	For	Against	Against	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	7	Yes	Elect Director Stephen Milligan	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	8	Yes	Elect Director Lorrie M. Norrington	For	For	Against	Against	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	9	Yes	Elect Director Elizabeth (Betsy) Rafael	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	10	Yes	Elect Director Rami Rahim	For	For	For	For	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	11	Yes	Elect Director Stacy J. Smith	For	For	Against	Against	Votes AGAINST Stacy Smith, Mary McDowell and Lorrie Norrington are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Lorrie Norrington are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Autodesk, Inc.	06/21/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Autodesk, Inc.	06/21/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are aligned for the year in review. While some concerns are noted about incomplete goal disclosure and the use of one-year measurement periods for a portion of the LTIP, annual incentives are entirely based on pre-set financial metrics, and a majority of the long-term equity awards are performance based.
Autodesk, Inc.	06/21/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AutoNation, Inc.	04/19/2023	Management	1	Yes	Elect Director Rick L. Burdick	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	2	Yes	Elect Director David B. Edelson	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	3	Yes	Elect Director Robert R. Grusky	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	4	Yes	Elect Director Norman K. Jenkins	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	5	Yes	Elect Director Lisa Lutoff-Perlo	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	6	Yes	Elect Director Michael Manley	For	For	Against	Against	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	7	Yes	Elect Director G. Mike Mikan	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	8	Yes	Elect Director Jacqueline A. Travisano	For	For	For	For	Votes AGAINST non-independent nominees Rick Burdick, Michael (Mike) Manley, David Edelson and Robert (Bob) Grusky are warranted for lack of a majority independent board. Votes AGAINST Rick Burdick, David Edelson and Robert (Bob) Grusky are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
AutoNation, Inc.	04/19/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoNation, Inc.	04/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
AutoNation, Inc.	04/19/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AutoNation, Inc.	04/19/2023	Shareholder	12	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
AvalonBay Communities, Inc.	05/24/2023	Management	1	Yes	Elect Director Glyn F. Aeppel	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	2	Yes	Elect Director Terry S. Brown	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	3	Yes	Elect Director Ronald L. Havner, Jr.	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	4	Yes	Elect Director Stephen P. Hills	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	5	Yes	Elect Director Christopher B. Howard	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	6	Yes	Elect Director Richard J. Lieb	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	7	Yes	Elect Director Nnenna Lynch	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	8	Yes	Elect Director Charles E. Mueller, Jr.	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	9	Yes	Elect Director Timothy J. Naughton	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	10	Yes	Elect Director Benjamin W. Schall	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	11	Yes	Elect Director Susan Swanezy	For	For	For	For	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	12	Yes	Elect Director W. Edward Walter	For	For	Against	Against	Votes AGAINST W. Edward Walter III are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AvalonBay Communities, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.

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AvalonBay Communities, Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
AvalonBay Communities, Inc.	05/24/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avantor, Inc.	05/11/2023	Management	1	Yes	Elect Director Juan Andres	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	2	Yes	Elect Director John Carethers	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	3	Yes	Elect Director Lan Kang	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	4	Yes	Elect Director Joseph Massaro	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	5	Yes	Elect Director Mala Murthy	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	6	Yes	Elect Director Jonathan Peacock	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	7	Yes	Elect Director Michael Severino	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	8	Yes	Elect Director Christi Shaw	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	9	Yes	Elect Director Michael Stubblefield	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	10	Yes	Elect Director Gregory Summe	For	For	For	For	A vote FOR all director nominees is warranted.
Avantor, Inc.	05/11/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avantor, Inc.	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Avery Dennison Corporation	04/27/2023	Management	1	Yes	Elect Director Bradley A. Alford	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	2	Yes	Elect Director Anthony K. Anderson	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	3	Yes	Elect Director Mitchell R. Butier	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	4	Yes	Elect Director Ken C. Hicks	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	5	Yes	Elect Director Andres A. Lopez	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Avery Dennison Corporation	04/27/2023	Management	6	Yes	Elect Director Francesca Reverberi	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	7	Yes	Elect Director Patrick T. Siewert	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	8	Yes	Elect Director Julia A. Stewart	For	For	Against	Against	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	9	Yes	Elect Director Martha N. Sullivan	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	10	Yes	Elect Director William R. Wagner	For	For	For	For	Votes AGAINST non-independent nominees Mitchell Butier, Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are warranted for lack of a majority independent board. Votes AGAINST Patrick Siewert, Bradley (Brad) Alford, Ken Hicks and Julia Stewart are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Avery Dennison Corporation	04/27/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are earned entirely on pre-set objective performance while regular annual equity grants are entirely performance-based.
Avery Dennison Corporation	04/27/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Avery Dennison Corporation	04/27/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avis Budget Group, Inc.	05/24/2023	Management	1	Yes	Elect Director Bernardo Hees	For	For	Against	Against	Votes AGAINST non-independent nominees Bernardo Hees, Lynn Krominga and Jagdeep Pahwa are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Anu Hariharan, Lynn Krominga, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Avis Budget Group, Inc.	05/24/2023	Management	2	Yes	Elect Director Jagdeep Pahwa	For	For	Against	Against	Votes AGAINST non-independent nominees Bernardo Hees, Lynn Krominga and Jagdeep Pahwa are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Anu Hariharan, Lynn Krominga, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/24/2023	Management	3	Yes	Elect Director Anu Hariharan	For	Against	Against	Against	Votes AGAINST non-independent nominees Bernardo Hees, Lynn Krominga and Jagdeep Pahwa are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Anu Hariharan, Lynn Krominga, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/24/2023	Management	4	Yes	Elect Director Lynn Krominga	For	Against	Against	Against	Votes AGAINST non-independent nominees Bernardo Hees, Lynn Krominga and Jagdeep Pahwa are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Anu Hariharan, Lynn Krominga, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/24/2023	Management	5	Yes	Elect Director Glenn Lurie	For	Against	Against	Against	Votes AGAINST non-independent nominees Bernardo Hees, Lynn Krominga and Jagdeep Pahwa are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Anu Hariharan, Lynn Krominga, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/24/2023	Management	6	Yes	Elect Director Karthik Sarma	For	For	For	For	Votes AGAINST non-independent nominees Bernardo Hees, Lynn Krominga and Jagdeep Pahwa are warranted for lack of a majority independent board. Votes AGAINST Lynn Krominga are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent Anu Hariharan, Lynn Krominga, and Glenn Lurie are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. A vote FOR Karthik Sarma is warranted.
Avis Budget Group, Inc.	05/24/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Avis Budget Group, Inc.	05/24/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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Avis Budget Group, Inc.	05/24/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Axis Capital Holdings Limited	05/04/2023	Management	1	Yes	Elect Director W. Marston Becker	For	For	For	For	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	2	Yes	Elect Director Michael Millegan	For	For	For	For	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	3	Yes	Elect Director Thomas C. Ramey	For	For	Against	Against	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	4	Yes	Elect Director Lizabeth H. Zlatkus	For	For	For	For	Votes AGAINST Thomas Ramey are warranted for serving as a non-independent member of a key board committee. Votes FOR the other nominees are warranted.
Axis Capital Holdings Limited	05/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns were identified at this time.
Axis Capital Holdings Limited	05/04/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Axis Capital Holdings Limited	05/04/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the potential voting power dilution from the company's equity incentive plans, the three-year average burn rate, and the grant rate to the named executives in the past fiscal year are reasonable.
Axis Capital Holdings Limited	05/04/2023	Management	8	Yes	Approve Deloitte Ltd., Hamilton, Bermuda as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axon Enterprise, Inc.	05/31/2023	Management	1	Yes	Elect Director Adriane Brown	For	For	For	For	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/31/2023	Management	2	Yes	Elect Director Michael Garnreiter	For	For	Against	Against	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/31/2023	Management	3	Yes	Elect Director Mark W. Kroll	For	Against	Against	Against	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/31/2023	Management	4	Yes	Elect Director Matthew R. McBrady	For	For	For	For	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/31/2023	Management	5	Yes	Elect Director Hadi Partovi	For	For	Against	Against	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/31/2023	Management	6	Yes	Elect Director Graham Smith	For	For	For	For	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/31/2023	Management	7	Yes	Elect Director Patrick W. Smith	For	For	For	For	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Axon Enterprise, Inc.	05/31/2023	Management	8	Yes	Elect Director Jeri Williams	For	For	For	For	Votes AGAINST Michael Garnreiter, Mark Kroll and Hadi Partovi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Axon Enterprise, Inc.	05/31/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While certain concerns are noted, namely regarding NEO equity awards made during the year in review, pay and performance are reasonably aligned at this time.
Axon Enterprise, Inc.	05/31/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Axon Enterprise, Inc.	05/31/2023	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Axon Enterprise, Inc.	05/31/2023	Management	12	Yes	Approve Stock Option Grants to Patrick W. Smith	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns regarding the magnitude and design of the proposed mega option award outweigh the considerable performance criteria upon which it is conditioned. The grant size is considered to be excessive and effectively locks in high pay opportunities for multiple years. The structure restricts the board's ability to meaningfully adjust future pay levels or incentive metrics. Lastly, investors may question the need for another sizable stock award to a CEO who owns a substantial portion of the company's stock.
Axon Enterprise, Inc.	05/31/2023	Shareholder	13	Yes	Discontinue the Development and Plans for Sale of a Remotely-operated, Non-lethal TASER Drone System	Against	Against	For	For	A vote FOR this proposal is warranted as the proponent raises important questions of risk oversight, and shareholders would benefit from more information about the company's processes to assess and mitigate future potential risks.
Baker Hughes Company	05/16/2023	Management	1	Yes	Elect Director W. Geoffrey Beattie	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	2	Yes	Elect Director Gregory D. Brenneman	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	3	Yes	Elect Director Cynthia B. Carroll	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	4	Yes	Elect Director Nelda J. Connors	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	5	Yes	Elect Director Michael R. Dumais	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	6	Yes	Elect Director Lynn L. Elsenhans	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	7	Yes	Elect Director John G. Rice	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	8	Yes	Elect Director Lorenzo Simonelli	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	9	Yes	Elect Director Mohsen Sohi	For	For	For	For	A vote FOR the director nominees is warranted.
Baker Hughes Company	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay and company performance are reasonably aligned and the majority of CEO pay is conditioned on objective financial performance metrics.
Baker Hughes Company	05/16/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Baker Hughes Company	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ball Corporation	04/26/2023	Management	1	Yes	Elect Director Cathy D. Ross	For	For	For	For	WITHHOLD votes for Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/26/2023	Management	2	Yes	Elect Director Betty J. Sapp	For	For	For	For	WITHHOLD votes for Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/26/2023	Management	3	Yes	Elect Director Stuart A. Taylor, II	For	For	Withhold	Withhold	WITHHOLD votes for Stuart Taylor II are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ball Corporation	04/26/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Ball Corporation	04/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the goal-setting formula in the STI program may result in non-rigorous targets, annual incentives are based entirely on a pre-set financial goal, and the majority of long-term incentives depend on multi-year performance. Further, pay and performance are reasonably aligned at this time.
Ball Corporation	04/26/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bank of America Corporation	04/25/2023	Management	1	Yes	Elect Director Sharon L. Allen	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	2	Yes	Elect Director Jose (Joe) E. Almeida	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	3	Yes	Elect Director Frank P. Bramble, Sr.	For	For	Against	Against	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	4	Yes	Elect Director Pierre J.P. de Weck	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	5	Yes	Elect Director Arnold W. Donald	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	6	Yes	Elect Director Linda P. Hudson	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	7	Yes	Elect Director Monica C. Lozano	For	For	Against	Against	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	8	Yes	Elect Director Brian T. Moynihan	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	9	Yes	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	10	Yes	Elect Director Denise L. Ramos	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	11	Yes	Elect Director Clayton S. Rose	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	12	Yes	Elect Director Michael D. White	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	13	Yes	Elect Director Thomas D. Woods	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bank of America Corporation	04/25/2023	Management	14	Yes	Elect Director Maria T. Zuber	For	For	For	For	Votes AGAINST Frank Bramble Sr. and Monica Lozano are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bank of America Corporation	04/25/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. This marks the first time in several years in which a quantitative pay-for-performance misalignment has been identified at BAC. On the positive side, CEO performance year pay decreased in directional alignment with recent stock price underperformance, and the majority of equity awards are based on clearly-disclosed multi-year goals with no upside vesting potential. However, there are significant concerns regarding the structure and lack of key disclosures under the annual incentive determination process. Annual incentives are discretionarily determined, although guided by performance assessments that highlighted consistent metrics year-over-year, and this discretionary determination resulted in an identified pay-for-performance misalignment for the year in review. Further, the proxy lacks key disclosures such as target pay opportunities, per-metric weightings, and threshold, target or maximum goals. Investors generally prefer a more formulaic incentive determination process with discretion constrained and judiciously applied, with key disclosures that provide transparency into pay outcomes. Also concerning is the structure and lack of disclosure related to sizable time-vesting awards granted to non-CEO NEOs. Additionally, the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Bank of America Corporation	04/25/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bank of America Corporation	04/25/2023	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bank of America Corporation	04/25/2023	Management	18	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Bank of America Corporation	04/25/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Bank of America Corporation	04/25/2023	Shareholder	20	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Bank of America Corporation	04/25/2023	Shareholder	21	Yes	Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting	Against	Against	For	For	A vote FOR this proposal is warranted given increased disclosure provides further clarity and the opportunity for shareholders to evaluate the company's targets.
Bank of America Corporation	04/25/2023	Shareholder	22	Yes	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure about the company's climate transition plan would help shareholders better evaluate the company's strategy for implementing its commitments to advance a low-carbon economy and the company's management of related risks and opportunities.

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Bank of America Corporation	04/25/2023	Shareholder	23	Yes	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	Against	Against	For	For	A vote FOR this proposal is warranted, as it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.
Bank of America Corporation	04/25/2023	Shareholder	24	Yes	Commission Third Party Racial Equity Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as a racial equity audit would benefit shareholders by providing them additional means to assess the effectiveness of the company's diversity and inclusion initiatives.
Bath & Body Works, Inc.	06/08/2023	Management	1	Yes	Elect Director Patricia S. Bellinger	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	2	Yes	Elect Director Alessandro Bogliolo	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	3	Yes	Elect Director Gina R. Boswell	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	4	Yes	Elect Director Lucy O. Brady	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	5	Yes	Elect Director Francis A. Hondal	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	6	Yes	Elect Director Thomas J. Kuhn	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	7	Yes	Elect Director Danielle M. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	8	Yes	Elect Director Michael G. Morris	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	9	Yes	Elect Director Sarah E. Nash	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	10	Yes	Elect Director Juan Rajlin	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	11	Yes	Elect Director Stephen D. Steinour	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	12	Yes	Elect Director J.K. Symancyk	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	13	Yes	Elect Director Steven E. Voskuil	For	For	For	For	A vote FOR all director nominees is warranted.
Bath & Body Works, Inc.	06/08/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bath & Body Works, Inc.	06/08/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. * Sarah Nash, who served as Executive Chair and Interim CEO during 2022 received a significant stock award that raises concerns. While the company provides a clear rationale for the award and why it was entirely time-based, the overall magnitude of the grant is of particular concern. Specifically, it resulted in her total pay being more than double total pay of the company's peer median CEO pay, which can be costly to shareholders in terms of overall compensation expense. * The CEO received excessive gross-ups related to relocation benefits. * The company provided an excessive personal use of corporate aircraft perquisite to the CEO.
Bath & Body Works, Inc.	06/08/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bath & Body Works, Inc.	06/08/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Baxter International Inc.	05/02/2023	Management	1	Yes	Elect Director Jose (Joe) E. Almeida	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	2	Yes	Elect Director Michael F. Mahoney	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	3	Yes	Elect Director Patricia B. Morrison	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	4	Yes	Elect Director Stephen N. Oesterle	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	5	Yes	Elect Director Nancy M. Schlichting	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	6	Yes	Elect Director Brent Shafer	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	7	Yes	Elect Director Cathy R. Smith	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	8	Yes	Elect Director Amy A. Wendell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	9	Yes	Elect Director David S. Wilkes	For	For	For	For	A vote FOR the remaining director nominees is warranted.

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Baxter International Inc.	05/02/2023	Management	10	Yes	Elect Director Peter M. Wilver	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Baxter International Inc.	05/02/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay declined significantly year-over-year and the annual incentive program was primarily based on objective metrics with reasonably rigorous target goals. In addition, the LTI was half performance-conditioned and measured over a multi-year period. It is also noted that the CEO's realizable pay shows directional alignment with the company's negative long-term stock price performance, and the LTI grant value decreased year-over-year. However, some concern is raised surrounding the lack of disclosure of certain performance targets under the long-term incentive program. While it is noted that targets and results are disclosed retrospectively, shareholders would benefit from greater transparency in the LTI.
Baxter International Inc.	05/02/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Baxter International Inc.	05/02/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Baxter International Inc.	05/02/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Baxter International Inc.	05/02/2023	Shareholder	15	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Becton, Dickinson and Company	01/24/2023	Management	1	Yes	Elect Director William M. Brown	For	For	For	For	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	2	Yes	Elect Director Catherine M. Burzik	For	For	For	For	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	3	Yes	Elect Director Carrie L. Byington	For	For	For	For	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	4	Yes	Elect Director R. Andrew Eckert	For	For	For	For	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	5	Yes	Elect Director Claire M. Fraser	For	For	Against	Against	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Becton, Dickinson and Company	01/24/2023	Management	6	Yes	Elect Director Jeffrey W. Henderson	For	For	For	For	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	7	Yes	Elect Director Christopher Jones	For	For	Against	Against	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	8	Yes	Elect Director Marshall O. Larsen	For	For	Against	Against	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	9	Yes	Elect Director Thomas E. Polen	For	For	For	For	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	10	Yes	Elect Director Timothy M. Ring	For	For	For	For	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	11	Yes	Elect Director Bertram L. Scott	For	For	Against	Against	Votes AGAINST Bertram Scott, Claire Fraser-Liggett, Christopher (Chris) Jones and Marshall Larsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Becton, Dickinson and Company	01/24/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Becton, Dickinson and Company	01/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Becton, Dickinson and Company	01/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Becton, Dickinson and Company	01/24/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.02 percent is acceptable.
Becton, Dickinson and Company	01/24/2023	Shareholder	16	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.

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Bentley Systems, Inc.	05/25/2023	Management	1	Yes	Elect Director Barry J. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, and Raymond Bentley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes are warranted given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes for governance committee chair Janet Haugen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for chairman of the board Gregory (Greg) Bentley are further warranted for failure to establish racial or ethnic diversity on the board.
Bentley Systems, Inc.	05/25/2023	Management	2	Yes	Elect Director Gregory S. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, and Raymond Bentley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes are warranted given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes for governance committee chair Janet Haugen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for chairman of the board Gregory (Greg) Bentley are further warranted for failure to establish racial or ethnic diversity on the board.

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Bentley Systems, Inc.	05/25/2023	Management	3	Yes	Elect Director Keith A. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, and Raymond Bentley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes are warranted given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes for governance committee chair Janet Haugen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for chairman of the board Gregory (Greg) Bentley are further warranted for failure to establish racial or ethnic diversity on the board.
Bentley Systems, Inc.	05/25/2023	Management	4	Yes	Elect Director Raymond B. Bentley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, and Raymond Bentley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes are warranted given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes for governance committee chair Janet Haugen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for chairman of the board Gregory (Greg) Bentley are further warranted for failure to establish racial or ethnic diversity on the board.

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Bentley Systems, Inc.	05/25/2023	Management	5	Yes	Elect Director Kirk B. Griswold	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, and Raymond Bentley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes are warranted given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes for governance committee chair Janet Haugen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for chairman of the board Gregory (Greg) Bentley are further warranted for failure to establish racial or ethnic diversity on the board.
Bentley Systems, Inc.	05/25/2023	Management	6	Yes	Elect Director Janet B. Haugen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, and Raymond Bentley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes are warranted given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes for governance committee chair Janet Haugen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for chairman of the board Gregory (Greg) Bentley are further warranted for failure to establish racial or ethnic diversity on the board.

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Bentley Systems, Inc.	05/25/2023	Management	7	Yes	Elect Director Brian F. Hughes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, Raymond Bentley and Kirk Griswold are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Kirk Griswold are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for director nominees Gregory (Greg) Bentley, Keith Bentley, Barry Bentley, and Raymond Bentley are further warranted as their ownership of the supervoting shares provide them with voting power control of the company. WITHHOLD votes for governance committee members Janet Haugen, Kirk Griswold, and Brian Hughes are warranted given the failure to subject the dual-class capital structure to a reasonable sunset requirement. WITHHOLD votes for governance committee chair Janet Haugen are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirements to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes for chairman of the board Gregory (Greg) Bentley are further warranted for failure to establish racial or ethnic diversity on the board.
Bentley Systems, Inc.	05/25/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bentley Systems, Inc.	05/25/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berkshire Hathaway Inc.	05/06/2023	Management	1	Yes	Elect Director Warren E. Buffett	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.

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Berkshire Hathaway Inc.	05/06/2023	Management	2	Yes	Elect Director Charles T. Munger	For	For	Withhold	Withhold	<p>WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines.</p> <p>WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p> <p>WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset.</p> <p>WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.</p>
Berkshire Hathaway Inc.	05/06/2023	Management	3	Yes	Elect Director Gregory E. Abel	For	For	Withhold	Withhold	<p>WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines.</p> <p>WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities.</p> <p>WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset.</p> <p>WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.</p>

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Berkshire Hathaway Inc.	05/06/2023	Management	4	Yes	Elect Director Howard G. Buffett	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.
Berkshire Hathaway Inc.	05/06/2023	Management	5	Yes	Elect Director Susan A. Buffett	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Berkshire Hathaway Inc.	05/06/2023	Management	6	Yes	Elect Director Stephen B. Burke	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.
Berkshire Hathaway Inc.	05/06/2023	Management	7	Yes	Elect Director Kenneth I. Chenault	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.

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Berkshire Hathaway Inc.	05/06/2023	Management	8	Yes	Elect Director Christopher C. Davis	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.
Berkshire Hathaway Inc.	05/06/2023	Management	9	Yes	Elect Director Susan L. Decker	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.

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Berkshire Hathaway Inc.	05/06/2023	Management	10	Yes	Elect Director Charlotte Guyman	For	Withhold	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.
Berkshire Hathaway Inc.	05/06/2023	Management	11	Yes	Elect Director Ajit Jain	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.

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Berkshire Hathaway Inc.	05/06/2023	Management	12	Yes	Elect Director Thomas S. Murphy, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.
Berkshire Hathaway Inc.	05/06/2023	Management	13	Yes	Elect Director Ronald L. Olson	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.

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Berkshire Hathaway Inc.	05/06/2023	Management	14	Yes	Elect Director Wallace R. Weitz	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.
Berkshire Hathaway Inc.	05/06/2023	Management	15	Yes	Elect Director Meryl B. Witmer	For	For	Withhold	Withhold	WITHHOLD votes for all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. The company has not committed to being net-zero by 2050, and climate-related risks and opportunities are not comprehensively disclosed along TCFD guidelines. WITHHOLD votes for lead independent director Susan (Sue) Decker are warranted as the company does not adequately disclose climate change-related risks and opportunities. WITHHOLD votes for Governance Committee members, which includes Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to reasonable time-based sunset. WITHHOLD votes for Compensation Committee members Stephen (Steve) Burke, Kenneth (Ken) Chenault, and Charlotte Guyman, are further warranted due to persistent concerns regarding executive pay practices and disclosures. WITHHOLD votes for non-independent nominees Warren Buffett, Susan (Sue) Decker, Gregory Abel, Howard Buffett, Susan Buffett, Stephen (Steve) Burke, Charlotte Guyman, Ajit Jain, Charles Munger and Ronald Olson are warranted for lack of a majority independent board. WITHHOLD votes for Susan (Sue) Decker, Stephen (Steve) Burke and Charlotte Guyman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Susan (Sue) Decker, Christopher Davis, Wallace (Wally) Weitz and Meryl Witmer are warranted for failing to include auditor ratification on the proxy ballot.

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Berkshire Hathaway Inc.	05/06/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Two NEOs continue to receive large base salaries of \$16.0 million each and overall pay is not clearly linked to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Concerns are also raised with regards to the CEO's large security-related perquisite and the company's lack of risk mitigating provisions.
Berkshire Hathaway Inc.	05/06/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Berkshire Hathaway Inc.	05/06/2023	Shareholder	18	Yes	Report on Physical and Transitional Climate-Related Risks and Opportunities	Against	For	For	For	A vote FOR the proposal is warranted as shareholders would benefit from corporate-level disclosure on the climate risks the company judges as material and plans to mitigate those risks.
Berkshire Hathaway Inc.	05/06/2023	Shareholder	19	Yes	Report on Audit Committee's Oversight on Climate Risks and Disclosures	Against	For	For	For	A vote FOR this proposal is warranted at this time because the enhanced disclosure would allow shareholders to assess the board's governance and risk oversight mechanisms in place to protect the company from potentially adverse regulatory requirements and market changes related to the energy transition.
Berkshire Hathaway Inc.	05/06/2023	Shareholder	20	Yes	Report If and How Company Will Measure, Disclose and Reduce GHG Emissions	Against	For	For	For	A vote FOR this proposal is warranted at this time because the requested report would allow shareholders to evaluate emissions from Berkshire's insurance group, and the report may help the company prepare for state climate regulations.
Berkshire Hathaway Inc.	05/06/2023	Shareholder	21	Yes	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted due to: * The absence of information regarding comprehensive company diversity-related policies, programs or metrics; and * The potential benefits for shareholders of increased reporting of diversity-related efforts and program effectiveness.
Berkshire Hathaway Inc.	05/06/2023	Shareholder	22	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Berkshire Hathaway Inc.	05/06/2023	Shareholder	23	Yes	Encourage Senior Management Commitment to Avoid Political Speech	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Especially given the fact that there are no well-known controversies related to senior executives' political speech, such micromanaging of senior executives' speech is not necessary.
Berry Global Group, Inc.	02/15/2023	Management	1	Yes	Elect Director B. Evan Bayh	For	For	Against	Against	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	2	Yes	Elect Director Jonathan F. Foster	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	3	Yes	Elect Director Idalene F. Kesner	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Berry Global Group, Inc.	02/15/2023	Management	4	Yes	Elect Director Jill A. Rahman	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	5	Yes	Elect Director Carl J. (Rick) Rickertsen	For	For	Against	Against	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	6	Yes	Elect Director Thomas E. Salmon	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	7	Yes	Elect Director Chaney M. Sheffield, Jr.	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	8	Yes	Elect Director Robert A. Steele	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	9	Yes	Elect Director Stephen E. Sterrett	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	10	Yes	Elect Director Scott B. Ullem	For	For	For	For	Votes AGAINST B. Evan Bayh III are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Carl (Rick) Rickertsen are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Berry Global Group, Inc.	02/15/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Berry Global Group, Inc.	02/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Best Buy Co., Inc.	06/14/2023	Management	1	Yes	Elect Director Corie S. Barry	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	2	Yes	Elect Director Lisa M. Caputo	For	For	Against	Against	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	3	Yes	Elect Director J. Patrick Doyle	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	4	Yes	Elect Director David W. Kenny	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	5	Yes	Elect Director Mario J. Marte	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Best Buy Co., Inc.	06/14/2023	Management	6	Yes	Elect Director Karen A. McLoughlin	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	7	Yes	Elect Director Claudia F. Munce	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	8	Yes	Elect Director Richelle P. Parham	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	9	Yes	Elect Director Steven E. Rendle	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	10	Yes	Elect Director Sima D. Sistani	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	11	Yes	Elect Director Melinda D. Whittington	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	12	Yes	Elect Director Eugene A. Woods	For	For	For	For	Votes AGAINST Lisa Caputo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Best Buy Co., Inc.	06/14/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Best Buy Co., Inc.	06/14/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were predominately based on objective pre-set financial goals and half of the targeted long-term incentives were based on a pre-set financial metric measured over a multi-year period. However, concern remains over relative TSR awards that target median performance and lack a disclosed payout cap for negative performance.
Best Buy Co., Inc.	06/14/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bio-Rad Laboratories, Inc.	04/25/2023	Management	1	Yes	Elect Director Melinda Litherland	For	For	For	For	A vote FOR the director nominees is warranted, but with caution, given the problematic capital structure that negatively impacts shareholder rights.
Bio-Rad Laboratories, Inc.	04/25/2023	Management	2	Yes	Elect Director Arnold A. Pinkston	For	For	For	For	A vote FOR the director nominees is warranted, but with caution, given the problematic capital structure that negatively impacts shareholder rights.
Bio-Rad Laboratories, Inc.	04/25/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bio-Rad Laboratories, Inc.	04/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are primarily based on pre-set objective goals. In addition, performance shares that rely on a multi-year performance period were added to the long-term incentive awards. However, the majority of long-term incentives continue to lack performance criteria. In light of the controlling interest of the CEO and his family in the company, the compensation plan warrants continued monitoring.
Bio-Rad Laboratories, Inc.	04/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Bio-Rad Laboratories, Inc.	04/25/2023	Shareholder	6	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Biogen Inc.	06/26/2023	Management	1	No	Elect Director Alexander J. Denner - Withdrawn					Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	2	Yes	Elect Director Caroline D. Dorsa	For	For	Against	Against	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	3	Yes	Elect Director Maria C. Freire	For	Against	Against	Against	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	4	Yes	Elect Director William A. Hawkins	For	Against	Against	Against	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	5	No	Elect Director William D. Jones- Withdrawn					Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.

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Biogen Inc.	06/26/2023	Management	6	Yes	Elect Director Jesus B. Mantas	For	For	For	For	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	7	No	Elect Director Richard C. Mulligan- Withdrawn					Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	8	Yes	Elect Director Eric K. Rowinsky	For	For	Against	Against	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	9	Yes	Elect Director Stephen A. Sherwin	For	For	Against	Against	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	10	Yes	Elect Director Christopher A. Viehbacher	For	For	Against	Against	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbacher, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Biogen Inc.	06/26/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Biogen Inc.	06/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment for the year under review is mitigated given that annual and long-term incentives are sufficiently tied to objective performance measures, although continued monitoring is warranted given goal rigor and disclosure concerns under the annual incentive program. However, the compensation committee did not demonstrate sufficient responsiveness to last year's say-on-pay vote result. Specifically, the company does not disclose any shareholder concerns or specific feedback and the committee did not take any specific actions in response to the nearly half its shareholders opposing last year's say-on-pay.
Biogen Inc.	06/26/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Biogen Inc.	06/26/2023	Management	14	Yes	Elect Director Susan K. Langer	For	For	For	For	Votes AGAINST non-independent nominees Caroline Dorsa, Christopher (Chris) Viehbach, Eric Rowinsky, and Stephen Sherwin are warranted for lack of a majority independent board. Votes AGAINST Caroline Dorsa, Eric Rowinsky, and Stephen Sherwin are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Maria Freire and William Hawkins is warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	1	Yes	Elect Director Mark J. Alles	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	2	Yes	Elect Director Elizabeth McKee Anderson	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	3	Yes	Elect Director Jean-Jacques Bienaime	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	4	Yes	Elect Director Willard Dere	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	5	Yes	Elect Director Elaine J. Heron	For	For	Withhold	Withhold	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	6	Yes	Elect Director Maykin Ho	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	7	Yes	Elect Director Robert J. Hombach	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	8	Yes	Elect Director V. Bryan Lawlis	For	For	Withhold	Withhold	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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BioMarin Pharmaceutical Inc.	05/23/2023	Management	9	Yes	Elect Director Richard A. Meier	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	10	Yes	Elect Director David E.I. Pyott	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	11	Yes	Elect Director Dennis J. Slamon	For	For	For	For	WITHHOLD votes for Elaine Heron and Virgil Bryan Lawlis Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.
BioMarin Pharmaceutical Inc.	05/23/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 14.09 percent is acceptable.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	1	Yes	Elect Director Chris Baldwin	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	2	Yes	Elect Director Darryl Brown	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	3	Yes	Elect Director Bob Eddy	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	4	Yes	Elect Director Michelle Gloeckler	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	5	Yes	Elect Director Maile Naylor (nee Clark)	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	6	Yes	Elect Director Ken Parent	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	7	Yes	Elect Director Chris Peterson	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	8	Yes	Elect Director Rob Steele	For	For	For	For	WITHHOLD votes for Kenneth (Ken) Parent are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Michelle Gloeckler are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Black Knight, Inc.	04/28/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. Although the revised consideration of \$75.00 per share represents a 13.3 percent reduction to the initial offer price of \$85.00 per share, the revised consideration still represents a premium of 26.6 percent to the unaffected price, the divestiture of the LOS business and the amendments to the termination fee provisions may improve closing certainty for BKI shareholders, and BKI's share price response to announcements regarding completion of the deal appears to indicate there is downside risk of non-approval.
Black Knight, Inc.	04/28/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and equity awards will be assumed by the acquirer and will continue to be subject to double-trigger acceleration. However, the executive chairman (and recent former CEO) received a large discretionary cash bonus without a disclosed rationale for the award's size.
Black Knight, Inc.	04/28/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction (Item 1) merits support.
BlackRock, Inc.	05/24/2023	Management	1	Yes	Elect Director Bader M. Alsaad	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	2	Yes	Elect Director Pamela Daley	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	3	Yes	Elect Director Laurence D. Fink	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	4	Yes	Elect Director William E. Ford	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	5	Yes	Elect Director Fabrizio Freda	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	6	Yes	Elect Director Murry S. Gerber	For	For	Against	Against	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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BlackRock, Inc.	05/24/2023	Management	7	Yes	Elect Director Margaret "Peggy" L. Johnson	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	8	Yes	Elect Director Robert S. Kapito	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	9	Yes	Elect Director Cheryl D. Mills	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	10	Yes	Elect Director Gordon M. Nixon	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	11	Yes	Elect Director Kristin C. Peck	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	12	Yes	Elect Director Charles H. Robbins	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	13	Yes	Elect Director Marco Antonio Slim Domit	For	For	Against	Against	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	14	Yes	Elect Director Hans E. Vestberg	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	15	Yes	Elect Director Susan L. Wagner	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	16	Yes	Elect Director Mark Wilson	For	For	For	For	Votes AGAINST Murry Gerber and Marco Antonio Slim Domit are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
BlackRock, Inc.	05/24/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for certain executives is considered excessive, notably the personal use of corporate aircraft, security, and financial planning perquisites.
BlackRock, Inc.	05/24/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BlackRock, Inc.	05/24/2023	Management	19	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BlackRock, Inc.	05/24/2023	Shareholder	20	Yes	Report on Third-Party Civil Rights Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies and disclosures provide adequate information for shareholders to determine whether its employee programs and training materials are having a reverse discrimination effect.
BlackRock, Inc.	05/24/2023	Shareholder	21	Yes	Report on Ability to Engineer Decarbonization in the Real Economy	Against	Against	For	For	A vote FOR this proposal is warranted. While the company's clients have a wide range of preferred goals, the information requested in the report would complement and enhance the company's existing client engagement and clients' stewardship preferences that are focused on climate change.

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BlackRock, Inc.	05/24/2023	Shareholder	22	Yes	Report on Societal Impacts of Aerospace & Defense Industry ETF	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from the requested report by allowing them to better understand the company's management and oversight of potential ESG-related risks with respect to the production and development of aerospace and defense equipment and products.
Block, Inc.	06/13/2023	Management	1	Yes	Elect Director Roelof Botha	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roelof Botha, Shawn (Jay-Z) Carter and James (Jim) McKelvey are warranted for lack of a majority independent board. WITHHOLD votes for Roelof Botha are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Roelof Botha are further warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Amy Brooks are warranted: * for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset.
Block, Inc.	06/13/2023	Management	2	Yes	Elect Director Amy Brooks	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roelof Botha, Shawn (Jay-Z) Carter and James (Jim) McKelvey are warranted for lack of a majority independent board. WITHHOLD votes for Roelof Botha are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Roelof Botha are further warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Amy Brooks are warranted: * for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset.
Block, Inc.	06/13/2023	Management	3	Yes	Elect Director Shawn Carter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roelof Botha, Shawn (Jay-Z) Carter and James (Jim) McKelvey are warranted for lack of a majority independent board. WITHHOLD votes for Roelof Botha are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Roelof Botha are further warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Amy Brooks are warranted: * for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset.

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Block, Inc.	06/13/2023	Management	4	Yes	Elect Director James McKelvey	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Roelof Botha, Shawn (Jay-Z) Carter and James (Jim) McKelvey are warranted for lack of a majority independent board. WITHHOLD votes for Roelof Botha are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Roelof Botha are further warranted for serving as a director on more than four public company boards. WITHHOLD votes for Governance Committee member Amy Brooks are warranted: * for failing to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and * for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset.
Block, Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Block, Inc.	06/13/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Block, Inc.	06/13/2023	Shareholder	7	Yes	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
BOK Financial Corp	05/02/2023	Management	1	Yes	Elect Director Alan S. Armstrong	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joullian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joullian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BOK Financial Corp	05/02/2023	Management	2	Yes	Elect Director Steven Bangert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	3	Yes	Elect Director Chester E. Cadieux, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	4	Yes	Elect Director John W. Coffey	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	5	Yes	Elect Director Joseph W. Craft, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	6	Yes	Elect Director David F. Griffin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	7	Yes	Elect Director V. Burns Hargis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	8	Yes	Elect Director Douglas D. Hawthorne	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	9	Yes	Elect Director Kimberley D. Henry	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	10	Yes	Elect Director E. Carey Joulilian, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	11	Yes	Elect Director George B. Kaiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	12	Yes	Elect Director Stacy C. Kymes	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	13	Yes	Elect Director Stanley A. Lybarger	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	14	Yes	Elect Director Steven J. Malcolm	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	15	Yes	Elect Director E.C. Richards	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	16	Yes	Elect Director Claudia San Pedro	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	17	Yes	Elect Director Peggy I. Simmons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.

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BOK Financial Corp	05/02/2023	Management	18	Yes	Elect Director Michael C. Turpen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	19	Yes	Elect Director Rose M. Washington	For	For	For	For	WITHHOLD votes for non-independent nominees George Kaiser, Stacy Kymes, Steven Bangert, Chester Cadieux III, Joseph Craft III, David Griffin, V. Burns Hargis, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm, Emmet Richards and Michael Turpen are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for George Kaiser, Chester Cadieux III, Joseph Craft III, David Griffin, Edward Carey Joulilian IV, Stanley Lybarger, Steven Malcolm and Emmet Richards are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Chester Cadieux III are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for audit committee members John Coffey, Douglas Hawthorne, Edward Carey Joulilian IV, Stanley Lybarger, and Peggy Simmons are warranted for failing to effectively oversee risk for all shareholders given the significant pledging activity at the company, the lack of a rationale regarding such pledged position, and the lack of any pledging policies or plans to unwind the pledged shares. A vote FOR the remaining director nominees is warranted.
BOK Financial Corp	05/02/2023	Management	20	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
BOK Financial Corp	05/02/2023	Management	21	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BOK Financial Corp	05/02/2023	Management	22	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BOK Financial Corp	05/02/2023	Management	23	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Booking Holdings Inc.	06/06/2023	Management	1	Yes	Elect Director Glenn D. Fogel	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	2	Yes	Elect Director Mirian M. Graddick-Weir	For	For	For	For	A vote FOR all director nominees is warranted.

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Booking Holdings Inc.	06/06/2023	Management	3	Yes	Elect Director Wei Hopeman	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	4	Yes	Elect Director Robert J. Mylod, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	5	Yes	Elect Director Charles H. Noski	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	6	Yes	Elect Director Larry Quinlan	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	7	Yes	Elect Director Nicholas J. Read	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	8	Yes	Elect Director Thomas E. Rothman	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	9	Yes	Elect Director Sumit Singh	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	10	Yes	Elect Director Lynn Vojvodich Radakovich	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	11	Yes	Elect Director Vanessa A. Wittman	For	For	For	For	A vote FOR all director nominees is warranted.
Booking Holdings Inc.	06/06/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the failed 2022 say-on-pay proposal, the company engaged with shareholders, disclosed their feedback in the proxy statement, and made improvements to the FY22 and FY23 pay program to address investors' concerns. In addition, pay and performance are reasonably aligned for the year in review, and the annual incentive pool is funded based on financial performance goals, while the long-term incentives are primarily performance-conditioned. Certain concerns remain related to the FY22 program, such as the CEO's annual incentive target opportunity, similar metrics in the STI and LTI plans, and annual performance periods in the LTI. However, these concerns are mitigated by a significant reduction in compensation levels, the discretionary reduction of STI payouts, the addition of a PSU payout cap for negative absolute TSR results, and a return to multi-year performance periods for the 2023 PSUs. However, shareholders should continue to monitor the pay program as the company continues to undergo pay program changes.
Booking Holdings Inc.	06/06/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Booking Holdings Inc.	06/06/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Booking Holdings Inc.	06/06/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
BorgWarner Inc.	04/26/2023	Management	1	Yes	Elect Director Sara A. Greenstein	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BorgWarner Inc.	04/26/2023	Management	2	Yes	Elect Director Michael S. Hanley	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BorgWarner Inc.	04/26/2023	Management	3	Yes	Elect Director Frederic B. Lissalde	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BorgWarner Inc.	04/26/2023	Management	4	Yes	Elect Director Shaun E. McAlmont	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BorgWarner Inc.	04/26/2023	Management	5	Yes	Elect Director Deborah D. McWhinney	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BorgWarner Inc.	04/26/2023	Management	6	Yes	Elect Director Alexis P. Michas	For	For	Against	Against	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
BorgWarner Inc.	04/26/2023	Management	7	Yes	Elect Director Sailaja K. Shankar	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BorgWarner Inc.	04/26/2023	Management	8	Yes	Elect Director Hau N. Thai-Tang	For	For	For	For	Votes AGAINST Alexis Michas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
BorgWarner Inc.	04/26/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received a significant tax gross-up relating to a perquisite reimbursement. Further, in the annual incentive program, the committee set both financial targets below last year's actual performance with limited rationale and also incorporated a new, subjective modifier that resulted in an increased payout for the year in review. These actions, coupled with increased CEO pay levels in the most recent two fiscal years, warrant continued investor monitoring.
BorgWarner Inc.	04/26/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BorgWarner Inc.	04/26/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BorgWarner Inc.	04/26/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
BorgWarner Inc.	04/26/2023	Shareholder	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right.
BorgWarner Inc.	04/26/2023	Shareholder	14	Yes	Report on Just Transition	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from additional disclosure on the potential social impacts that transitioning to a low carbon economy may have on the company and its operations. Such information would allow shareholders to better assess the company's efforts to manage and mitigate those risks.
Boston Properties, Inc.	05/23/2023	Management	1	Yes	Elect Director Kelly A. Ayotte	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	2	Yes	Elect Director Bruce W. Duncan	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	3	Yes	Elect Director Carol B. Einiger	For	For	Against	Against	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	4	Yes	Elect Director Diane J. Hoskins	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	5	Yes	Elect Director Mary E. Kipp	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	6	Yes	Elect Director Joel I. Klein	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	7	Yes	Elect Director Douglas T. Linde	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Boston Properties, Inc.	05/23/2023	Management	8	Yes	Elect Director Matthew J. Lustig	For	For	Against	Against	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	9	Yes	Elect Director Owen D. Thomas	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	10	Yes	Elect Director William H. Walton, III	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	11	Yes	Elect Director Derek Anthony (Tony) West	For	For	For	For	Votes AGAINST Carol Einiger and Matthew Lustig are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Properties, Inc.	05/23/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. Some concerns persist with the significant weight of non-formulaic goals under the annual incentive program and goal rigor concerns under the LTI program. However, total CEO pay was flat year-over-year, LTI awards are at least half performance-based for all NEOs with clearly disclosed multi-year goals, and the quantitative annual incentive goals are clearly disclosed and appear rigorous. Moreover, performance LTI units have vested below target for the past three performance cycles, in alignment with the company's lagging shareholder returns. On balance, a pay-for-performance misalignment is mitigated for the year under review. However, given the concerns noted, future close monitoring is warranted, particularly with respect to incentive pay outcomes.
Boston Properties, Inc.	05/23/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Boston Properties, Inc.	05/23/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boston Scientific Corporation	05/04/2023	Management	1	Yes	Elect Director Nelda J. Connors	For	For	Against	Against	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	2	Yes	Elect Director Charles J. Dockendorff	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	3	Yes	Elect Director Yoshiaki Fujimori	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	4	Yes	Elect Director Edward J. Ludwig	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	5	Yes	Elect Director Michael F. Mahoney	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	6	Yes	Elect Director David J. Roux	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Boston Scientific Corporation	05/04/2023	Management	7	Yes	Elect Director John E. Sununu	For	For	Against	Against	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	8	Yes	Elect Director David S. Wichmann	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	9	Yes	Elect Director Ellen M. Zane	For	For	For	For	Votes AGAINST Nelda Connors and John Sununu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boston Scientific Corporation	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial goals. In addition, the long-term incentives are largely performance-based.
Boston Scientific Corporation	05/04/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Boston Scientific Corporation	05/04/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boyd Gaming Corporation	05/04/2023	Management	1	Yes	Elect Director John R. Bailey	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	2	Yes	Elect Director William R. Boyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	3	Yes	Elect Director Marianne Boyd Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	4	Yes	Elect Director Keith E. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	5	Yes	Elect Director Christine J. Spadafor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Boyd Gaming Corporation	05/04/2023	Management	6	Yes	Elect Director A. Randall Thoman	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	7	Yes	Elect Director Peter M. Thomas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	8	Yes	Elect Director Paul W. Whetsell	For	For	For	For	WITHHOLD votes for non-independent nominees Marianne Johnson, Keith Smith, Peter Thomas, William Boyd and Christine Spadafor are warranted for lack of a majority independent board. WITHHOLD votes for Peter Thomas and Christine Spadafor are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Boyd Gaming Corporation	05/04/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Boyd Gaming Corporation	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Boyd Gaming Corporation	05/04/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	1	Yes	Elect Director Stephen H. Kramer	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Kramer and Sara Lawrence-Lightfoot are warranted for lack of a majority independent board. Votes AGAINST Sara Lawrence-Lightfoot are also warranted for serving as a non-independent member of a key board committee. A vote FOR Cathy E. Minehan is warranted.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	2	Yes	Elect Director Sara Lawrence-Lightfoot	For	For	Against	Against	Votes AGAINST non-independent nominees Stephen Kramer and Sara Lawrence-Lightfoot are warranted for lack of a majority independent board. Votes AGAINST Sara Lawrence-Lightfoot are also warranted for serving as a non-independent member of a key board committee. A vote FOR Cathy E. Minehan is warranted.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	3	Yes	Elect Director Cathy E. Minehan	For	For	For	For	Votes AGAINST non-independent nominees Stephen Kramer and Sara Lawrence-Lightfoot are warranted for lack of a majority independent board. Votes AGAINST Sara Lawrence-Lightfoot are also warranted for serving as a non-independent member of a key board committee. A vote FOR Cathy E. Minehan is warranted.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brighthouse Financial, Inc.	06/08/2023	Management	1	Yes	Elect Director Philip V. (Phil) Bancroft	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	2	Yes	Elect Director Irene Chang Britt	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	3	Yes	Elect Director C. Edward (Chuck) Chaplin	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	4	Yes	Elect Director Stephen C. (Steve) Hooley	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	5	Yes	Elect Director Carol D. Juel	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	6	Yes	Elect Director Eileen A. Mallesch	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	7	Yes	Elect Director Diane E. Offereins	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	8	Yes	Elect Director Eric T. Steigerwalt	For	For	For	For	A vote FOR all director nominees is warranted.
Brighthouse Financial, Inc.	06/08/2023	Management	9	Yes	Elect Director Paul M. Wetzel	For	For	For	For	A vote FOR all director nominees is warranted.

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Brighthouse Financial, Inc.	06/08/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Brighthouse Financial, Inc.	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Brighthouse Financial, Inc.	06/08/2023	Management	12	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Brighthouse Financial, Inc.	06/08/2023	Management	13	Yes	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Bristol-Myers Squibb Company	05/02/2023	Management	1	Yes	Elect Director Peter J. Arduini	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	2	Yes	Elect Director Deepak L. Bhatt	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	3	Yes	Elect Director Giovanni Caforio	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	4	Yes	Elect Director Julia A. Haller	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	5	Yes	Elect Director Manuel Hidalgo Medina	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	6	Yes	Elect Director Paula A. Price	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	7	Yes	Elect Director Derica W. Rice	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	8	Yes	Elect Director Theodore R. Samuels	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	9	Yes	Elect Director Gerald L. Storch	For	For	Against	Against	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	10	Yes	Elect Director Karen H. Vousden	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	11	Yes	Elect Director Phyllis R. Yale	For	For	For	For	Votes AGAINST Gerald (Jerry) Storch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Bristol-Myers Squibb Company	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.

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Bristol-Myers Squibb Company	05/02/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bristol-Myers Squibb Company	05/02/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bristol-Myers Squibb Company	05/02/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Bristol-Myers Squibb Company	05/02/2023	Shareholder	16	Yes	Commission a Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its diversity, equity, and inclusion initiatives and commitments.
Bristol-Myers Squibb Company	05/02/2023	Shareholder	17	Yes	Amend Right to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The special meeting right may only be utilized by shareholders of record; however, this requirement is not considered a material restriction nor problematic.
Brixmor Property Group Inc.	04/26/2023	Management	1	Yes	Elect Director James M. Taylor, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	2	Yes	Elect Director Michael Berman	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	3	Yes	Elect Director Julie Bowerman	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	4	Yes	Elect Director Sheryl M. Crosland	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	5	Yes	Elect Director Thomas W. Dickson	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	6	Yes	Elect Director Daniel B. Hurwitz	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	7	Yes	Elect Director Sandra A. J. Lawrence	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	8	Yes	Elect Director William D. Rahm	For	For	For	For	A vote FOR all director nominees is warranted.
Brixmor Property Group Inc.	04/26/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brixmor Property Group Inc.	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Broadcom Inc.	04/03/2023	Management	1	Yes	Elect Director Diane M. Bryant	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	2	Yes	Elect Director Gayla J. Delly	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	3	Yes	Elect Director Raul J. Fernandez	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	4	Yes	Elect Director Eddy W. Hartenstein	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	5	Yes	Elect Director Check Kian Low	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Broadcom Inc.	04/03/2023	Management	6	Yes	Elect Director Justine F. Page	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	7	Yes	Elect Director Henry Samueli	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	8	Yes	Elect Director Hock E. Tan	For	For	For	For	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	9	Yes	Elect Director Harry L. You	For	For	Against	Against	Votes AGAINST Henry Samueli are warranted for serving as a non-independent board chair. Votes AGAINST Harry You are warranted for serving on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Broadcom Inc.	04/03/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Broadcom Inc.	04/03/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Broadcom Inc.	04/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. While positive features are noted, including an annual incentive plan with clearly disclosed financial goals and entirely performance-based equity, certain negative factors raised significant concern. The annual bonus has the potential for a significant amount of committee discretion, and in FY22 the CEO's individual performance modifier increased the payout from 150 percent of target to 225 percent. In addition, the annual performance equity award targets merely median performance and the board also provided the CEO with an additional special award in FY22. Though smaller in value than the annual award, the performance period was just one year, specific goals were not disclosed, and directors determined that the goals were met just one month after grant. Investors may also note the CEO received another sizable special equity grant after the end of the fiscal year. Lastly, concerns are raised with respect to the CEO's excessive automobile perquisite.
Broadcom Inc.	04/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brookfield Renewable Corporation	06/27/2023	Management	1	Yes	Elect Director Jeffrey Blidner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	2	Yes	Elect Director Scott Cutler	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brookfield Renewable Corporation	06/27/2023	Management	3	Yes	Elect Director Sarah Deasley	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	4	Yes	Elect Director Nancy Dorn	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	5	Yes	Elect Director Eleazar de Carvalho Filho	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	6	Yes	Elect Director Randy MacEwen	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	7	Yes	Elect Director David Mann	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	8	Yes	Elect Director Lou Maroun	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	9	Yes	Elect Director Stephen Westwell	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	10	Yes	Elect Director Patricia Zuccotti	For	For	For	For	WITHHOLD votes are warranted for Jeffrey Blidner for serving as a non-independent board chair. WITHHOLD votes are warranted for Jeffrey Blidner and Eleazar de Carvalho Filho for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Brookfield Renewable Corporation	06/27/2023	Management	11	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brown & Brown, Inc.	05/03/2023	Management	1	Yes	Elect Director J. Hyatt Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	2	Yes	Elect Director J. Powell Brown	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	3	Yes	Elect Director Lawrence L. Gellerstedt, III	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	4	Yes	Elect Director James C. Hays	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brown & Brown, Inc.	05/03/2023	Management	5	Yes	Elect Director Theodore J. Hoepner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	6	Yes	Elect Director James S. Hunt	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	7	Yes	Elect Director Toni Jennings	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	8	Yes	Elect Director Timothy R.M. Main	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brown & Brown, Inc.	05/03/2023	Management	9	Yes	Elect Director Jaymin B. Patel	For	For	For	For	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	10	Yes	Elect Director H. Palmer Proctor, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	11	Yes	Elect Director Wendell S. Reilly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	12	Yes	Elect Director Chilton D. Varner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees J. Hyatt Brown, J. Powell Brown, James (Jim) Hays, Theodore Hoepner, Toni Jennings, Timothy Main, Wendell Reilly and Chilton Varner are warranted for lack of a majority independent board. WITHHOLD votes for Theodore Hoepner, Toni Jennings, Wendell Reilly and Chilton Varner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee chair H. Palmer Proctor Jr. are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Brown & Brown, Inc.	05/03/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brown & Brown, Inc.	05/03/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provision.
Brown & Brown, Inc.	05/03/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brucker Corporation	06/07/2023	Management	1	Yes	Elect Director Cynthia M. Friend	For	For	For	For	A vote FOR the director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brucker Corporation	06/07/2023	Management	2	Yes	Elect Director Philip Ma	For	For	For	For	A vote FOR the director nominees is warranted.
Brucker Corporation	06/07/2023	Management	3	Yes	Elect Director Hermann F. Requardt	For	For	For	For	A vote FOR the director nominees is warranted.
Brucker Corporation	06/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Brucker Corporation	06/07/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brucker Corporation	06/07/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Brunswick Corporation	05/03/2023	Management	1	Yes	Elect Director Nancy E. Cooper	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	2	Yes	Elect Director David C. Everitt	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	3	Yes	Elect Director Reginald Fils-Aime	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	4	Yes	Elect Director Lauren P. Flaherty	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	5	Yes	Elect Director David M. Foulkes	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	6	Yes	Elect Director Joseph W. McClanathan	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	7	Yes	Elect Director David V. Singer	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	8	Yes	Elect Director J. Steven Whisler	For	For	Against	Against	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	9	Yes	Elect Director Roger J. Wood	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	10	Yes	Elect Director MaryAnn Wright	For	For	For	For	Votes AGAINST J. Steven Whisler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brunswick Corporation	05/03/2023	Management	11	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Brunswick Corporation	05/03/2023	Management	12	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted, as the proposed charter amendments are meant to clarify and streamline the charter and will not adversely impact shareholder rights.
Brunswick Corporation	05/03/2023	Management	13	Yes	Amend Charter	For	For	For	For	A vote FOR this proposal is warranted as it would remove outdated language in the company's charter without adversely impacting shareholder rights.
Brunswick Corporation	05/03/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Brunswick Corporation	05/03/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Brunswick Corporation	05/03/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Brunswick Corporation	05/03/2023	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Builders FirstSource, Inc.	06/14/2023	Management	1	Yes	Elect Director Paul S. Levy	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Levy and Craig Steinke are warranted for lack of a majority independent board. Votes AGAINST Craig Steinke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Builders FirstSource, Inc.	06/14/2023	Management	2	Yes	Elect Director Cory J. Boydston	For	For	For	For	Votes AGAINST non-independent nominees Paul Levy and Craig Steinke are warranted for lack of a majority independent board. Votes AGAINST Craig Steinke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Builders FirstSource, Inc.	06/14/2023	Management	3	Yes	Elect Director James O'Leary	For	For	For	For	Votes AGAINST non-independent nominees Paul Levy and Craig Steinke are warranted for lack of a majority independent board. Votes AGAINST Craig Steinke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Builders FirstSource, Inc.	06/14/2023	Management	4	Yes	Elect Director Craig A. Steinke	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Levy and Craig Steinke are warranted for lack of a majority independent board. Votes AGAINST Craig Steinke are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Builders FirstSource, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Builders FirstSource, Inc.	06/14/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Builders FirstSource, Inc.	06/14/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Builders FirstSource, Inc.	06/14/2023	Shareholder	8	Yes	Adopt Short, Medium, and Long-Term GHG Emissions Reduction Targets	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Bunge Limited	05/11/2023	Management	1	Yes	Elect Director Eliane Aleixo Lustosa de Andrade	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	2	Yes	Elect Director Sheila Bair	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	3	Yes	Elect Director Carol Browner	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	4	No	Elect Director David Fransen *Withdrawn*					
Bunge Limited	05/11/2023	Management	5	Yes	Elect Director Gregory Heckman	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	6	Yes	Elect Director Bernardo Hees	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	7	Yes	Elect Director Michael Kobori	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	8	Yes	Elect Director Monica McGurk	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	9	Yes	Elect Director Kenneth Simril	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	10	Yes	Elect Director Henry "Jay" Winship	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	11	Yes	Elect Director Mark Zenuk	For	For	For	For	A vote FOR the director nominees is warranted.
Bunge Limited	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time. A majority of annual and long-term incentives are based on objective financial measures.
Bunge Limited	05/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Bunge Limited	05/11/2023	Management	14	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bunge Limited	05/11/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, and equity awards are double trigger, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
Burlington Stores, Inc.	05/17/2023	Management	1	Yes	Elect Director Ted English	For	For	For	For	Votes AGAINST Jordan Hitch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Burlington Stores, Inc.	05/17/2023	Management	2	Yes	Elect Director Jordan Hitch	For	For	Against	Against	Votes AGAINST Jordan Hitch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Burlington Stores, Inc.	05/17/2023	Management	3	Yes	Elect Director Mary Ann Tocio	For	For	For	For	Votes AGAINST Jordan Hitch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Burlington Stores, Inc.	05/17/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Burlington Stores, Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While there are some concerns surrounding the use of an annual performance period in the LTI and goal setting in the STI, mitigating factors are present for the year in review. Specifically, the majority of the incentive program was performance based, and the committee exercised discretion to reduce the annual incentive award, resulting in a below-target payout for the CEO. Although investors would benefit from disclosure of forward-looking LTI targets, the company discloses the targets retrospectively and payouts are aligned with performance.
BWX Technologies, Inc.	05/03/2023	Management	1	Yes	Elect Director Jan A. Bertsch	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	2	Yes	Elect Director Gerhard F. Burbach	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	3	Yes	Elect Director Rex D. Geveden	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	4	Yes	Elect Director James M. Jaska	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	5	Yes	Elect Director Kenneth J. Krieg	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	6	Yes	Elect Director Leland D. Melvin	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	7	Yes	Elect Director Robert L. Nardelli	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	8	Yes	Elect Director Barbara A. Niland	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	9	Yes	Elect Director John M. Richardson	For	For	For	For	A vote FOR all director nominees is warranted.
BWX Technologies, Inc.	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
BWX Technologies, Inc.	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
BWX Technologies, Inc.	05/03/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cadence Design Systems, Inc.	05/04/2023	Management	1	Yes	Elect Director Mark W. Adams	For	For	For	For	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	2	Yes	Elect Director Ita Brennan	For	For	For	For	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	3	Yes	Elect Director Lewis Chew	For	For	For	For	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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Cadence Design Systems, Inc.	05/04/2023	Management	4	Yes	Elect Director Anirudh Devgan	For	For	For	For	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	5	Yes	Elect Director ML Krakauer	For	For	For	For	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	6	Yes	Elect Director Julia Liuson	For	For	For	For	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	7	Yes	Elect Director James D. Plummer	For	For	Against	Against	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	8	Yes	Elect Director Alberto Sangiovanni-Vincentelli	For	For	Against	Against	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	9	Yes	Elect Director John B. Shoven	For	For	Against	Against	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	10	Yes	Elect Director Young K. Sohn	For	For	For	For	Votes AGAINST James Plummer, Alberto Sangiovanni-Vincentelli and John Shoven are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cadence Design Systems, Inc.	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. While pay and performance are reasonably aligned for the year in review, certain structural concerns in the pay program are noted, including the degree of discretion under the STI program and the significant upside potential on the CEO's triennial equity award. However, the FY22 grant target value is reasonable, forward-looking performance equity grant targets are clearly disclosed, and from this detailed disclosure it appears that each target requires significant outperformance in order to be achieved. There is a similar case in the annual bonus program, as performance targets were set above the prior year's actual performance, requiring year-over-year growth to achieve target payout. Though pay and performance were reasonably aligned, continued monitoring of these structural issues is warranted.
Cadence Design Systems, Inc.	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cadence Design Systems, Inc.	05/04/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Cadence Design Systems, Inc.	05/04/2023	Shareholder	15	Yes	Remove One-Year Holding Period Requirement to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the one-year holding period is not especially problematic, is consistent with SEC requirements for filing shareholder proposals, and provides a reasonable safeguard against abuse of the right.
Caesars Entertainment, Inc.	06/13/2023	Management	1	Yes	Elect Director Gary L. Carano	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Caesars Entertainment, Inc.	06/13/2023	Management	2	Yes	Elect Director Bonnie S. Biumi	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	3	Yes	Elect Director Jan Jones Blackhurst	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	4	Yes	Elect Director Frank J. Fahrenkopf	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	5	Yes	Elect Director Don R. Kornstein	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	6	Yes	Elect Director Courtney R. Mather	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	7	Yes	Elect Director Michael E. Pegram	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	8	Yes	Elect Director Thomas R. Reeg	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	9	Yes	Elect Director David P. Tomick	For	For	For	For	WITHHOLD votes are warranted for Nominating and Governance Committee chair Frank Fahrenkopf Jr. for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Caesars Entertainment, Inc.	06/13/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A quantitative pay-for-performance misalignment has been identified for the year in review, and sufficient mitigating factors have not been identified. The increase in total CEO pay is primarily driven by a special, one-time equity award granted to the CEO. While it is positive that the CEO's one-time equity award is entirely performance-based, there is concern identified with respect to the relatively short sustainment period, particularly for a large, one-time award. Specifically, the stock price performance-vesting condition is based on exceeding certain share price hurdles for 20 consecutive days, without requiring long-term sustained stock price appreciation through the end of the performance period. Moreover, the company's off-cycle grant frequency raises concerns, as the CEO previously received an off-cycle award in August 2020. Additional concerns were identified, as a portion of PSUs vest based on annually set adjusted EBITDA goals. While the results are averaged at the end of the three-year performance period, the use of annually-set goals with an annual measurement under the LTI raises concerns. These concerns are magnified as it overlaps with the same metric, target and performance period under the STI program. Further, the relative TSR metric is not particularly rigorous, given that it targets merely median performance. The CEO continues to receive a relatively high base salary, which has an augmenting effect on incentive opportunities targeted as a percentage of salary. Lastly, concerns are also raised with respect to the inordinate amount of personal use of corporate aircraft perquisites to the CEO.

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Caesars Entertainment, Inc.	06/13/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Caesars Entertainment, Inc.	06/13/2023	Management	12	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Caesars Entertainment, Inc.	06/13/2023	Shareholder	13	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this proposal is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Caesars Entertainment, Inc.	06/13/2023	Shareholder	14	Yes	Disclose Board Skills and Diversity Matrix	Against	For	For	For	A vote FOR this proposal is warranted for the following reasons: * A board matrix would enhance transparency and would provide shareholders with a better tool to assess the quality of Caesars's board and to evaluate its director nominees; and * A growing number of large companies are providing a board matrix, including some of the company's peers.
Camden Property Trust	05/12/2023	Management	1	Yes	Elect Director Richard J. Campo	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	2	Yes	Elect Director Javier E. Benito	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	3	Yes	Elect Director Heather J. Brunner	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	4	Yes	Elect Director Mark D. Gibson	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	5	Yes	Elect Director Scott S. Ingraham	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Camden Property Trust	05/12/2023	Management	6	Yes	Elect Director Renu Khator	For	For	For	For	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	7	Yes	Elect Director D. Keith Oden	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	8	Yes	Elect Director Frances Aldrich Sevilla-Sacasa	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	9	Yes	Elect Director Steven A. Webster	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	10	Yes	Elect Director Kelvin R. Westbrook	For	For	Against	Against	Votes AGAINST non-independent nominees Richard (Ric) Campo, Kelvin Westbrook, Frances Aldrich Sevilla-Sacasa, Scott Ingraham, D. Keith Oden and Steven Webster are warranted for lack of a majority independent board. Votes AGAINST Frances Aldrich Sevilla-Sacasa, Scott Ingraham and Steven Webster are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Camden Property Trust	05/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change-in-control provisions such as single-triggered cash severance payment and excise tax gross-ups.
Camden Property Trust	05/12/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Camden Property Trust	05/12/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Capital One Financial Corporation	05/04/2023	Management	1	Yes	Elect Director Richard D. Fairbank	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	2	Yes	Elect Director Ime Archibong	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Capital One Financial Corporation	05/04/2023	Management	3	Yes	Elect Director Christine Detrick	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	4	Yes	Elect Director Ann Fritz Hackett	For	For	Against	Against	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	5	Yes	Elect Director Peter Thomas Killalea	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	6	Yes	Elect Director Cornelis "Eli" Leenaars	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	7	Yes	Elect Director Francois Locoh-Donou	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	8	Yes	Elect Director Peter E. Raskind	For	For	Against	Against	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	9	Yes	Elect Director Eileen Serra	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	10	Yes	Elect Director Mayo A. Shattuck, III	For	For	Against	Against	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	11	Yes	Elect Director Bradford H. Warner	For	For	Against	Against	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	12	Yes	Elect Director Craig Anthony Williams	For	For	For	For	Votes AGAINST Ann Hackett, Peter Raskind, Mayo Shattuck III and Bradford Warner are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Capital One Financial Corporation	05/04/2023	Management	13	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the elimination of the supermajority vote requirement would enhance shareholder rights.
Capital One Financial Corporation	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Capital One Financial Corporation	05/04/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are concerns raised by the lack of certain key features and disclosures with respect to the STI program, as well as by the degree of discretion involved in STI payout determinations. Some investors may prefer a more objective annual incentive structure, including reference to preset metric weightings and quantified target goals. While these issues warrant continued close monitoring, there are mitigating factors for the year in review. Specifically, the discretionary pay determinations have not resulted in a quantitative pay-for-performance misalignment. Further, the CEO's long-term equity incentives are predominantly performance-conditioned with clearly disclosed multi-year goals that target above-median performance. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.
Capital One Financial Corporation	05/04/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.84 percent is acceptable.
Capital One Financial Corporation	05/04/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Capital One Financial Corporation	05/04/2023	Shareholder	18	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Capital One Financial Corporation	05/04/2023	Shareholder	19	Yes	Report on Board Oversight of Risks Related to Discrimination	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its terms of service.
Capital One Financial Corporation	05/04/2023	Shareholder	20	Yes	Disclose Board Skills and Diversity Matrix	Against	For	For	For	A vote FOR this resolution is warranted for the following reasons: * A board matrix would enhance transparency and would provide shareholders with a better tool to assess the quality of Capital One's board and to evaluate its director nominees; and * A growing number of large companies, including several of its peers, are providing a board skills matrix.
Carlisle Companies Incorporated	05/03/2023	Management	1	Yes	Elect Director Robert G. Bohn	For	For	Against	Against	Votes AGAINST Gregg Ostrander and Robert Bohn are warranted for serving as non-independent members of a key board committee. A vote FOR Jesse G. Singh is warranted.
Carlisle Companies Incorporated	05/03/2023	Management	2	Yes	Elect Director Gregg A. Ostrander	For	For	Against	Against	Votes AGAINST Gregg Ostrander and Robert Bohn are warranted for serving as non-independent members of a key board committee. A vote FOR Jesse G. Singh is warranted.
Carlisle Companies Incorporated	05/03/2023	Management	3	Yes	Elect Director Jesse G. Singh	For	For	For	For	Votes AGAINST Gregg Ostrander and Robert Bohn are warranted for serving as non-independent members of a key board committee. A vote FOR Jesse G. Singh is warranted.
Carlisle Companies Incorporated	05/03/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Other problematic pay practices include the provision of an excessive amount of financial/tax planning-related perquisite to the CEO and the continued use of above-median benchmarking for target total compensation.
Carlisle Companies Incorporated	05/03/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Carlisle Companies Incorporated	05/03/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carnival Corporation	04/21/2023	Management	1	Yes	Re-elect Micky Arison as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	2	Yes	Re-elect Jonathon Band as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	3	Yes	Re-elect Jason Glen Cahilly as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	4	Yes	Re-elect Helen Deeble as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	5	Yes	Re-elect Jeffrey J. Gearhart as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	6	Yes	Re-elect Katie Lahey as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carnival Corporation	04/21/2023	Management	7	Yes	Elect Sara Mathew as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	For	For	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	8	Yes	Re-elect Stuart Subotnick as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	9	Yes	Re-elect Laura Weil as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	10	Yes	Elect Josh Weinstein as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Carnival Corporation	04/21/2023	Management	11	Yes	Re-elect Randall Weisenburger as a Director of Carnival Corporation and as a Director of Carnival plc	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Micky) Arison, Joshua (Josh) Weinstein, Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are warranted for lack of a majority independent board. Votes AGAINST Randall Weisenburger, Sir Jonathon Band, Stuart Subotnick and Laura Weil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carnival Corporation	04/21/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following low support for the 2022 say-on-pay proposal, the company engaged with shareholders, disclosed their feedback in the proxy statement, and made improvements to the FY22 and FY23 pay program to address investors' concerns. Specifically, disclosure of the incentive programs improved compared to the prior year, annual incentives now rely primarily on objective, pre-set goals, and long-term incentives were entirely performance-based. Additional improvements will be made for FY23, including the removal of the individual performance component from the annual incentives, and decoupling of metrics between the annual and long-term incentive plans. While certain concerns remain related to the FY22 plans related to limited individual performance disclosure, duplicate metrics in the STI and LTI plans, and annual performance periods in certain LTI awards, these concerns are mitigated by the removal of these elements in the FY23 awards. However, shareholders should continue to monitor the pay program as the company has undergone a leadership transition and continues to undergo pay program changes.
Carnival Corporation	04/21/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Carnival Corporation	04/21/2023	Management	14	Yes	Approve Directors' Remuneration Report (in Accordance with Legal Requirements Applicable to UK Companies)	For	For	For	For	As the company is a US domestic issuer, and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US pay-for-performance analysis. Accordingly, a vote FOR this proposal is warranted.
Carnival Corporation	04/21/2023	Management	15	Yes	Approve Remuneration Policy	For	For	For	For	A vote FOR this proposal is warranted. The remuneration policy is being submitted in accordance with U.K. regulation, where Carnival Plc is incorporated. Although some features of the remuneration policy do not align with market practice for U.K.-listed companies, they are consistent with U.S. practice.
Carnival Corporation	04/21/2023	Management	16	Yes	Reappoint PricewaterhouseCoopers LLP as Independent Auditors of Carnival plc; Ratify the Selection of the U.S. Firm of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm of Carnival Corporation	For	For	Against	Against	A vote AGAINST Item 16 is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 17 is warranted.
Carnival Corporation	04/21/2023	Management	17	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote AGAINST Item 16 is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 17 is warranted.
Carnival Corporation	04/21/2023	Management	18	Yes	Receive the Accounts and Reports of the Directors and Auditors of Carnival plc for the Year Ended November 30, 2022 (in Accordance with Legal Requirements Applicable to UK Companies)	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted as no significant concerns have been identified.
Carnival Corporation	04/21/2023	Management	19	Yes	Approve Issuance of Equity	For	For	Against	Against	A vote AGAINST Item 19 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 20 is warranted as the proposed amount falls within recommended limits.
Carnival Corporation	04/21/2023	Management	20	Yes	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	For	For	A vote AGAINST Item 19 is warranted because the potential share capital increase is considered excessive. A vote FOR Item 20 is warranted as the proposed amount falls within recommended limits.
Carnival Corporation	04/21/2023	Management	21	Yes	Authorize Share Repurchase Program	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount and duration are within recommended limits.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Carnival Corporation	04/21/2023	Management	22	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this plan is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Carrier Global Corporation	04/20/2023	Management	1	Yes	Elect Director Jean-Pierre Garnier	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	2	Yes	Elect Director David L. Gittlin	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	3	Yes	Elect Director John J. Greisch	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	4	Yes	Elect Director Charles M. Holley, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	5	Yes	Elect Director Michael M. McNamara	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	6	Yes	Elect Director Susan N. Story	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	7	Yes	Elect Director Michael A. Todman	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	8	Yes	Elect Director Virginia M. Wilson	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	9	Yes	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR the director nominees is warranted.
Carrier Global Corporation	04/20/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received an excessive amount of life insurance and financial planning perquisite.
Carrier Global Corporation	04/20/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Carrier Global Corporation	04/20/2023	Shareholder	12	Yes	Require Independent Board Chairman	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Caterpillar Inc.	06/14/2023	Management	1	Yes	Elect Director Kelly A. Ayotte	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	2	Yes	Elect Director David L. Calhoun	For	For	Against	Against	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	3	Yes	Elect Director Daniel M. Dickinson	For	For	Against	Against	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	4	Yes	Elect Director James C. Fish, Jr.	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Caterpillar Inc.	06/14/2023	Management	5	Yes	Elect Director Gerald Johnson	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	6	Yes	Elect Director David W. MacLennan	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	7	Yes	Elect Director Judith F. Marks	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	8	Yes	Elect Director Debra L. Reed-Klages	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	9	Yes	Elect Director Susan C. Schwab	For	For	Against	Against	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	10	Yes	Elect Director D. James Umpleby, III	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	11	Yes	Elect Director Rayford Wilkins, Jr.	For	For	For	For	Votes AGAINST David Calhoun, Daniel Dickinson and Susan Schwab are warranted for serving as non-independent members of a key board committee. A vote FOR for Kelly Ayotte, Chair of the Sustainability and other Public Policy Committee, with caution, is warranted for the company's partial response to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Caterpillar Inc.	06/14/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Caterpillar Inc.	06/14/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as certain executives received gross-ups related to relocation benefits.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Caterpillar Inc.	06/14/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Caterpillar Inc.	06/14/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Caterpillar Inc.	06/14/2023	Shareholder	16	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted. While the company has improved its disclosure on its political activities, gaps remain regarding how the company assesses its trade association partners' lobbying activities vis-à-vis Paris Agreement goals and steps it would take when significant misalignment is found. This information could help reduce the risk of the company supporting organizations at cross purposes to its goals and values.
Caterpillar Inc.	06/14/2023	Shareholder	17	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted as the company has room to improve on its disclosure of direct and indirect lobbying payments.
Caterpillar Inc.	06/14/2023	Shareholder	18	Yes	Report on Due Diligence Process of Doing Business in Conflict Affected Areas	Against	Against	For	For	A vote FOR this proposal is warranted because shareholders would benefit from additional disclosure to supplement the company's human rights policy to avoid causing or contributing to human rights violations, aid in minimizing controversies that may lead to financial liability and reputational damage for the company and mitigate the company's exposure to the potential associated operational risks.
Caterpillar Inc.	06/14/2023	Shareholder	19	Yes	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies and disclosures provide adequate information for shareholders to determine whether its employee programs and training materials are having a reverse discrimination effect.
Cboe Global Markets, Inc.	05/11/2023	Management	1	Yes	Elect Director Edward T. Tilly	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	2	Yes	Elect Director William M. Farrow, III	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	3	Yes	Elect Director Edward J. Fitzpatrick	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	4	Yes	Elect Director Ivan K. Fong	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	5	Yes	Elect Director Janet P. Froetscher	For	For	Against	Against	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	6	Yes	Elect Director Jill R. Goodman	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	7	Yes	Elect Director Alexander J. Matturri, Jr.	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cboe Global Markets, Inc.	05/11/2023	Management	8	Yes	Elect Director Jennifer J. McPeck	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	9	Yes	Elect Director Roderick A. Palmore	For	For	Against	Against	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	10	Yes	Elect Director James E. Parisi	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	11	Yes	Elect Director Joseph P. Ratterman	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	12	Yes	Elect Director Fredric J. Tomczyk	For	For	For	For	Votes AGAINST Janet Froetscher and Roderick Palmore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cboe Global Markets, Inc.	05/11/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Cboe Global Markets, Inc.	05/11/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cboe Global Markets, Inc.	05/11/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CBRE Group, Inc.	05/17/2023	Management	1	Yes	Elect Director Brandon B. Boze	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	2	Yes	Elect Director Beth F. Cobert	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	3	Yes	Elect Director Reginald H. Gilyard	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	4	Yes	Elect Director Shira D. Goodman	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	5	Yes	Elect Director E.M. Blake Hutcheson	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	6	Yes	Elect Director Christopher T. Jenny	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	7	Yes	Elect Director Gerardo I. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	8	Yes	Elect Director Susan Meaney	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	9	Yes	Elect Director Oscar Munoz	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	10	Yes	Elect Director Robert E. Sulentic	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	11	Yes	Elect Director Sanjiv Yajnik	For	For	For	For	A vote FOR all director nominees is warranted.
CBRE Group, Inc.	05/17/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CBRE Group, Inc.	05/17/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Despite the special strategic equity award granted during the year in review, CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's equity awards are conditioned on financial performance and the one-time strategic equity awards will only vest if company TSR and EPS performance is achieved above the 50th percentile.
CBRE Group, Inc.	05/17/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CBRE Group, Inc.	05/17/2023	Shareholder	15	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
CDW Corporation	05/18/2023	Management	1	Yes	Elect Director Virginia C. Addicott	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	2	Yes	Elect Director James A. Bell	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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CDW Corporation	05/18/2023	Management	3	Yes	Elect Director Lynda M. Clarizio	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	4	Yes	Elect Director Anthony R. Foxx	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	5	Yes	Elect Director Marc E. Jones	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	6	Yes	Elect Director Christine A. Leahy	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	7	Yes	Elect Director Sanjay Mehrotra	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	8	Yes	Elect Director David W. Nelms	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	9	Yes	Elect Director Joseph R. Swedish	For	For	For	For	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	10	Yes	Elect Director Donna F. Zarcone	For	For	Against	Against	Votes AGAINST Donna Zarcone are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CDW Corporation	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.
CDW Corporation	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CDW Corporation	05/18/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CDW Corporation	05/18/2023	Management	14	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted since it represents an enhancement to shareholder rights.
CDW Corporation	05/18/2023	Management	15	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Celanese Corporation	04/20/2023	Management	1	Yes	Elect Director Jean S. Blackwell	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	2	Yes	Elect Director William M. Brown	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	3	Yes	Elect Director Edward G. Galante	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	4	Yes	Elect Director Kathryn M. Hill	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	5	Yes	Elect Director David F. Hoffmeister	For	For	Against	Against	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	6	Yes	Elect Director Jay V. Ihlenfeld	For	For	Against	Against	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Celanese Corporation	04/20/2023	Management	7	Yes	Elect Director Deborah J. Kissire	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	8	Yes	Elect Director Michael Koenig	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	9	Yes	Elect Director Kim K.W. Rucker	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	10	Yes	Elect Director Lori J. Ryerkerk	For	For	For	For	Votes AGAINST David Hoffmeister and Jay Ihlenfeld are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Celanese Corporation	04/20/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Celanese Corporation	04/20/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay is reasonably aligned with company performance at this time. The CEO's pay is based on objective performance metrics and the majority of the company's equity awards are conditioned on long-term financial performance metrics, with PRSUs utilizing a three-year performance period.
Celanese Corporation	04/20/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Celanese Corporation	04/20/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Centene Corporation	05/10/2023	Management	1	Yes	Elect Director Jessica L. Blume	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	2	Yes	Elect Director Kenneth A. Burdick	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	3	Yes	Elect Director Christopher J. Coughlin	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	4	Yes	Elect Director H. James Dallas	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	5	Yes	Elect Director Wayne S. DeVeydt	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	6	Yes	Elect Director Frederick H. Eppinger	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	7	Yes	Elect Director Monte E. Ford	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	8	Yes	Elect Director Sarah M. London	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	9	Yes	Elect Director Lori J. Robinson	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	10	Yes	Elect Director Theodore R. Samuels	For	For	For	For	Votes FOR the director nominees are warranted.
Centene Corporation	05/10/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Pay and performance are reasonably aligned and no significant concerns were identified for the year in review. Incentive pay programs are largely performance-based and changes for next year will improve the programs. Further, following last year's failed say-on-pay vote, the board conducted significant shareholder outreach and discloses shareholders' specific concerns. Moreover, the board has made numerous positive changes to pay programs and disclosures to address those concerns. As such, the committee has demonstrated sufficient responsiveness. Accordingly, a vote FOR this proposal is warranted.
Centene Corporation	05/10/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Centene Corporation	05/10/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Centene Corporation	05/10/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Centene Corporation	05/10/2023	Shareholder	15	Yes	Report on Maternal Morbidity Reduction Metrics in Executive Compensation	Against	Against	For	For	A vote FOR this proposal is warranted. Incorporating the impact of maternal morbidity metrics as a broader component of executive compensation setting decision-making would serve to further incentivize executives to ensure company performance on quality patient care considerations, alongside financial factors, is appropriately aligned with management's interests, the firm's stated commitments to quality patient care, and long-term corporate strategy.
CenterPoint Energy, Inc.	04/21/2023	Management	1	Yes	Elect Director Wendy Montoya Cloonan	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	2	Yes	Elect Director Earl M. Cummings	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	3	Yes	Elect Director Christopher H. Franklin	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	4	Yes	Elect Director David J. Lesar	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	5	Yes	Elect Director Raquelle W. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	6	Yes	Elect Director Martin H. Nesbitt	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	7	Yes	Elect Director Theodore F. Pound	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	8	Yes	Elect Director Phillip R. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	9	Yes	Elect Director Barry T. Smitherman	For	For	For	For	A vote FOR all director nominees is warranted.
CenterPoint Energy, Inc.	04/21/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CenterPoint Energy, Inc.	04/21/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an excessive aggregate perquisite amount to the CEO; * There are excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * There is high CEO pay in relation to company peer group CEO median pay level.
CenterPoint Energy, Inc.	04/21/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CenterPoint Energy, Inc.	04/21/2023	Shareholder	13	Yes	Disclose Scope 3 Emissions and Setting Scope 3 Emission Targets	Against	Against	For	For	A vote FOR this proposal is warranted, as disclosing the company's Scope 3 emissions and setting Scope 3 emission targets would provide assurance to shareholders that the company is managing climate related risks and reputational risks appropriately.
CF Industries Holdings, Inc.	05/03/2023	Management	1	Yes	Elect Director Javed Ahmed	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaeher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	2	Yes	Elect Director Robert C. Arzbaeher	For	For	Against	Against	Votes AGAINST Stephen Hagge and Robert Arzbaeher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	3	Yes	Elect Director Deborah L. DeHaas	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaeher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	4	Yes	Elect Director John W. Eaves	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaeher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CF Industries Holdings, Inc.	05/03/2023	Management	5	Yes	Elect Director Stephen J. Hagge	For	For	Against	Against	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	6	Yes	Elect Director Jesus Madrazo Yris	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	7	Yes	Elect Director Anne P. Noonan	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	8	Yes	Elect Director Michael J. Toelle	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	9	Yes	Elect Director Theresa E. Wagler	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	10	Yes	Elect Director Celso L. White	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	11	Yes	Elect Director W. Anthony Will	For	For	For	For	Votes AGAINST Stephen Hagge and Robert Arzbaecher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CF Industries Holdings, Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay is reasonably aligned with performance. Although a concern is noted about the use of one-year performance periods for the performance-based portion of the LTIP, the majority of CEO pay remains conditioned on objective financial performance, with clear disclosure of goals and weightings.
CF Industries Holdings, Inc.	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CF Industries Holdings, Inc.	05/03/2023	Management	14	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
CF Industries Holdings, Inc.	05/03/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CF Industries Holdings, Inc.	05/03/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
Charles River Laboratories International, Inc.	05/09/2023	Management	1	Yes	Elect Director James C. Foster	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Charles River Laboratories International, Inc.	05/09/2023	Management	2	Yes	Elect Director Nancy C. Andrews	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	3	Yes	Elect Director Robert Bertolini	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	4	Yes	Elect Director Deborah T. Kochevar	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	5	Yes	Elect Director George Llado, Sr.	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	6	Yes	Elect Director Martin W. Mackay	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Charles River Laboratories International, Inc.	05/09/2023	Management	7	Yes	Elect Director George E. Massaro	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	8	Yes	Elect Director C. Richard Reese	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	9	Yes	Elect Director Craig B. Thompson	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	10	Yes	Elect Director Richard F. Wallman	For	For	Against	Against	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	11	Yes	Elect Director Virginia M. Wilson	For	For	For	For	Votes AGAINST non-independent nominees James Foster, George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, Martin Mackay, C. Richard Reese and Richard Wallman are warranted for lack of a majority independent board. Votes AGAINST George Massaro, Robert (Bob) Bertolini, Deborah Kochevar, C. Richard Reese and Richard Wallman are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Martin Mackay are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Charles River Laboratories International, Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards continued to be based entirely on objective financial measures and annual equity grants are largely performance-based.

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Charles River Laboratories International, Inc.	05/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Charles River Laboratories International, Inc.	05/09/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Charles River Laboratories International, Inc.	05/09/2023	Shareholder	15	Yes	Report on Non-human Primates Imported by the Company	Against	For	For	For	A vote FOR this resolution is warranted because shareholders would benefit from additional disclosure about steps the company is taking to mitigate risks related to animal welfare in its supply chain of non-human primates.
Charter Communications, Inc.	04/25/2023	Management	1	Yes	Elect Director W. Lance Conn	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	2	Yes	Elect Director Kim C. Goodman	For	For	For	For	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	3	Yes	Elect Director Craig A. Jacobson	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	4	Yes	Elect Director Gregory B. Maffei	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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Charter Communications, Inc.	04/25/2023	Management	5	Yes	Elect Director John D. Markley, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	6	Yes	Elect Director David C. Merritt	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	7	Yes	Elect Director James E. Meyer	For	For	For	For	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	8	Yes	Elect Director Steven A. Miron	For	For	For	For	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	9	Yes	Elect Director Balan Nair	For	For	For	For	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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Charter Communications, Inc.	04/25/2023	Management	10	Yes	Elect Director Michael A. Newhouse	For	For	For	For	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	11	Yes	Elect Director Mauricio Ramos	For	For	For	For	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	12	Yes	Elect Director Thomas M. Rutledge	For	For	For	For	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	13	Yes	Elect Director Eric L. Zinterhofer	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Rutledge, Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are warranted for lack of a majority independent board. Votes AGAINST Eric Zinterhofer, W. Lance Conn, Craig Jacobson, John (Jay) Markley Jr., and David Merritt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei and Balan Nair are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Charter Communications, Inc.	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company entered into a new CEO agreement that provides for multi-year guaranteed time-based equity awards. Additionally, annual equity grants to all executives lack pre-set performance criteria. Moreover, concerns are raised with respect to the provision of excessive corporate aircraft-related perquisites and the use of above-median benchmarking in determining NEOs' base salaries and target incentive opportunities.
Charter Communications, Inc.	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Charter Communications, Inc.	04/25/2023	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Charter Communications, Inc.	04/25/2023	Shareholder	17	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's lobbying practices and policies, including its trade association memberships and payments, would benefit shareholders in assessing its management of related risks
Chemed Corporation	05/15/2023	Management	1	Yes	Elect Director Kevin J. McNamara	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	2	Yes	Elect Director Ron Delyons	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	3	Yes	Elect Director Patrick P. Grace	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	4	Yes	Elect Director Christopher J. Heaney	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	5	Yes	Elect Director Thomas C. Hutton	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	6	Yes	Elect Director Andrea R. Lindell	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	7	Yes	Elect Director Eileen P. McCarthy	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Chemed Corporation	05/15/2023	Management	8	Yes	Elect Director John M. Mount, Jr.	For	For	For	For	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	9	Yes	Elect Director Thomas P. Rice	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	10	Yes	Elect Director George J. Walsh Iii	For	For	Against	Against	Votes AGAINST non-independent nominees George Walsh III, Kevin McNamara, Patrick Grace, Thomas Hutton, Andrea Lindell and Thomas Rice are warranted for lack of a majority independent board. Votes AGAINST George Walsh III, Patrick Grace, Andrea Lindell and Thomas Rice are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Chemed Corporation	05/15/2023	Management	11	Yes	Ratify Pricewaterhousecoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chemed Corporation	05/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a single trigger change in control provision.
Chemed Corporation	05/15/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chemed Corporation	05/15/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, and equity awards are double trigger, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
Cheniere Energy, Inc.	05/11/2023	Management	1	Yes	Elect Director G. Andrea Botta	For	For	Against	Against	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	2	Yes	Elect Director Jack A. Fusco	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	3	Yes	Elect Director Patricia K. Collawn	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	4	Yes	Elect Director Brian E. Edwards	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	5	Yes	Elect Director Denise Gray	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	6	Yes	Elect Director Lorraine Mitchelmore	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	7	Yes	Elect Director Donald F. Robillard, Jr.	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cheniere Energy, Inc.	05/11/2023	Management	8	Yes	Elect Director Matthew Runkle	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	9	Yes	Elect Director Neal A. Shear	For	For	For	For	Votes AGAINST G. Andrea Botta are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cheniere Energy, Inc.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Cheniere Energy, Inc.	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cheniere Energy, Inc.	05/11/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cheniere Energy, Inc.	05/11/2023	Shareholder	13	Yes	Report on Stranded Carbon Asset Risk	Against	Against	For	For	A vote FOR this non-binding resolution is considered warranted as the request is not overly prescriptive and such a report would aid shareholders in understanding the company's assessment of risks related to policy efforts designed to reduce greenhouse gas emissions in a manner necessary to achieve the Paris Agreement's goal of maintaining global warming well below 2 degrees Celsius.
Chevron Corporation	05/31/2023	Management	1	Yes	Elect Director Wanda M. Austin	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	2	Yes	Elect Director John B. Frank	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	3	Yes	Elect Director Alice P. Gast	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	4	Yes	Elect Director Enrique Hernandez, Jr.	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	5	Yes	Elect Director Marillyn A. Hewson	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	6	Yes	Elect Director Jon M. Huntsman, Jr.	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.

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Chevron Corporation	05/31/2023	Management	7	Yes	Elect Director Charles W. Moorman	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	8	Yes	Elect Director Dambisa F. Moyo	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	9	Yes	Elect Director Debra Reed-Klages	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	10	Yes	Elect Director D. James Umpleby, III	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	11	Yes	Elect Director Cynthia J. Warner	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	12	Yes	Elect Director Michael K. (Mike) Wirth	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Enrique (Rick) Hernandez Jr. and Charles (Wick) Moorman IV are warranted for serving as non-independent members of a key board committee.
Chevron Corporation	05/31/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chevron Corporation	05/31/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of corporate aircraft perquisite to the CEO.
Chevron Corporation	05/31/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chevron Corporation	05/31/2023	Shareholder	16	Yes	Rescind Scope 3 GHG Reduction Proposal	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as it is contrary to principles of corporate governance that encourage companies to be responsive to shareholder proposals that are supported by a large percentage of the company's shareholders who voted at the annual meeting. BACKGROUND INFORMATION Policies: Climate Change/Greenhouse Gas (GHG) Emissions
Chevron Corporation	05/31/2023	Shareholder	17	Yes	Adopt Medium-Term Scope 3 GHG Reduction Target	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chevron Corporation	05/31/2023	Shareholder	18	Yes	Recalculate GHG Emissions Baseline to Exclude Emissions from Material Divestitures	Against	Against	For	For	A vote FOR is warranted as international organizations have provided standard setting guidance that the request of the proposal is a best practice regarding the transition to a low carbon economy. Given the unique challenges presented to business and society by the climate emergency, organizations -- particularly in high impact sectors -- should place a global perspective at the heart of its modeling and strategy.
Chevron Corporation	05/31/2023	Shareholder	19	Yes	Establish Board Committee on Decarbonization Risk	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board framework appears adequate to allow for robust oversight of issues related to corporate sustainability issues and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Chevron Corporation	05/31/2023	Shareholder	20	Yes	Report on Social Impact From Plant Closure or Energy Transition	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the energy transition of the company's facilities as part of its climate strategy.
Chevron Corporation	05/31/2023	Shareholder	21	Yes	Oversee and Report a Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, because a racial equity audit would shareholders better evaluate the company's management of potential racial equity or human rights concerns, including from pollution or GHG emissions, that are associated with its operations.
Chevron Corporation	05/31/2023	Shareholder	22	Yes	Publish a Tax Transparency Report	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
Chevron Corporation	05/31/2023	Shareholder	23	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	1	Yes	Elect Director Albert S. Baldocchi	For	For	Against	Against	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	2	Yes	Elect Director Matthew A. Carey	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	3	Yes	Elect Director Gregg L. Engles	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	4	Yes	Elect Director Patricia Fili-Krushel	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	5	Yes	Elect Director Mauricio Gutierrez	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	6	Yes	Elect Director Robin Hickenlooper	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chipotle Mexican Grill, Inc.	05/25/2023	Management	7	Yes	Elect Director Scott Maw	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	8	Yes	Elect Director Brian Niccol	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	9	Yes	Elect Director Mary Winston	For	For	For	For	Votes AGAINST Albert (AI) Baldocchi are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of pay is conditioned on clearly disclosed objective performance targets, and the majority of the company's equity awards are conditioned on a three-year financial performance metric.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chipotle Mexican Grill, Inc.	05/25/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chipotle Mexican Grill, Inc.	05/25/2023	Shareholder	13	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there do not appear to have been any problematic bylaw amendments unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Chipotle Mexican Grill, Inc.	05/25/2023	Shareholder	14	Yes	Adopt Policy to Not Interfere with Freedom of Association Rights	Against	For	For	For	A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks and put the company more in line with peer disclosures.
Chubb Limited	05/17/2023	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted.
Chubb Limited	05/17/2023	Management	2	Yes	Allocate Disposable Profit	For	For	For	For	Votes FOR these proposals are warranted due to a lack of concerns.
Chubb Limited	05/17/2023	Management	3	Yes	Approve Dividend Distribution From Legal Reserves Through Capital Contributions Reserve Subaccount	For	For	For	For	Votes FOR these proposals are warranted due to a lack of concerns.
Chubb Limited	05/17/2023	Management	4	Yes	Approve Discharge of Board of Directors	For	For	For	For	A vote FOR this item is warranted, as there is no evidence that the board has not fulfilled their fiduciary duties.
Chubb Limited	05/17/2023	Management	5	Yes	Ratify PricewaterhouseCoopers AG (Zurich) as Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/17/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP (United States) as Independent Registered Accounting Firm	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Chubb Limited	05/17/2023	Management	7	Yes	Ratify BDO AG (Zurich) as Special Audit Firm	For	For	For	For	A vote FOR this proposal to ratify the special auditor is warranted.
Chubb Limited	05/17/2023	Management	8	Yes	Elect Director Evan G. Greenberg	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Chubb Limited	05/17/2023	Management	9	Yes	Elect Director Michael P. Connors	For	Against	Against	Against	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	10	Yes	Elect Director Michael G. Atieh	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	11	Yes	Elect Director Kathy Bonanno	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	12	Yes	Elect Director Nancy K. Buese	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	13	Yes	Elect Director Sheila P. Burke	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	14	Yes	Elect Director Michael L. Corbat	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	15	Yes	Elect Director Robert J. Hugin	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	16	Yes	Elect Director Robert W. Scully	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.

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Chubb Limited	05/17/2023	Management	17	Yes	Elect Director Theodore E. Shasta	For	For	Against	Against	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	18	Yes	Elect Director David H. Sidwell	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	19	Yes	Elect Director Olivier Steimer	For	For	For	For	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	20	Yes	Elect Director Frances F. Townsend	For	Against	Against	Against	Votes AGAINST Michael Connors and Theodore Shasta are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent nominating committee members Michael Connors and Fran Townsend are warranted (in the absence of a committee chair) for lack of ethnic or racial diversity on the board. A vote FOR the remaining director nominees is warranted.
Chubb Limited	05/17/2023	Management	21	Yes	Elect Evan G. Greenberg as Board Chairman	For	Against	Against	Against	A vote AGAINST Evan G. Greenberg as board chair is warranted because he serves as both CEO and board chair.
Chubb Limited	05/17/2023	Management	22	Yes	Elect Michael P. Connors as Member of the Compensation Committee	For	For	Against	Against	A vote AGAINST Michael P. Connors is warranted as he is a non-independent nominee and because his election to the board does not warrant support. A vote FOR the remaining nominees is warranted.
Chubb Limited	05/17/2023	Management	23	Yes	Elect David H. Sidwell as Member of the Compensation Committee	For	For	For	For	A vote AGAINST Michael P. Connors is warranted as he is a non-independent nominee and because his election to the board does not warrant support. A vote FOR the remaining nominees is warranted.
Chubb Limited	05/17/2023	Management	24	Yes	Elect Frances F. Townsend as Member of the Compensation Committee	For	For	Against	Against	
Chubb Limited	05/17/2023	Management	25	Yes	Designate Homburger AG as Independent Proxy	For	For	For	For	A vote FOR this proposal is warranted due to a lack of concerns.
Chubb Limited	05/17/2023	Management	26	Yes	Amend Articles Relating to Swiss Corporate Law Updates	For	For	For	For	A vote FOR the proposed article amendments is warranted because they are overall non-contentious in nature and largely reflect amendments in line with the new Swiss statutory requirements.
Chubb Limited	05/17/2023	Management	27	Yes	Amend Articles to Advance Notice Period	For	For	For	For	The proposed time frame for submission of proposals for inclusion on a shareholder meeting agenda is considered reasonable. As such, a vote FOR this resolution is warranted.
Chubb Limited	05/17/2023	Management	28	Yes	Cancel Repurchased Shares	For	For	For	For	Votes FOR these resolutions are warranted due to a lack of significant concerns.
Chubb Limited	05/17/2023	Management	29	Yes	Reduction of Par Value	For	For	For	For	Votes FOR these resolutions are warranted due to a lack of significant concerns.
Chubb Limited	05/17/2023	Management	30	Yes	Approve Remuneration of Directors in the Amount of USD 5.5 Million	For	For	For	For	A vote FOR this proposal is warranted because the requested amount is broadly in line with market practice.
Chubb Limited	05/17/2023	Management	31	Yes	Approve Remuneration of Executive Management in the Amount of USD 65 Million for Fiscal 2024	For	For	Against	Against	As the company is classified as a US domestic issuer, and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a vote AGAINST this proposal is warranted.

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Chubb Limited	05/17/2023	Management	32	Yes	Approve Remuneration Report	For	For	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST is warranted.
Chubb Limited	05/17/2023	Management	33	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.
Chubb Limited	05/17/2023	Management	34	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Chubb Limited	05/17/2023	Shareholder	35	Yes	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted because it would help shareholders better evaluate the company's management of climate-related risks from its underwriting, investment, and insurance activities.
Chubb Limited	05/17/2023	Shareholder	36	Yes	Report on Human Rights Risk Assessment	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess human rights risk and impacts in its operations, including its underwriting activities, would allow shareholders to better gauge how well the company is managing human rights related risks.
Church & Dwight Co., Inc.	04/27/2023	Management	1	Yes	Elect Director Bradlen S. Cashaw	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	2	Yes	Elect Director Matthew T. Farrell	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	3	Yes	Elect Director Bradley C. Irwin	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	4	Yes	Elect Director Penry W. Price	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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Church & Dwight Co., Inc.	04/27/2023	Management	5	Yes	Elect Director Susan G. Saideman	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	6	Yes	Elect Director Ravichandra K. Saligram	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	7	Yes	Elect Director Robert K. Shearer	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	8	Yes	Elect Director Janet S. Vergis	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	9	Yes	Elect Director Arthur B. Winkleblack	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	10	Yes	Elect Director Laurie J. Yoler	For	For	For	For	Votes AGAINST non-independent nominees Matthew Farrell, Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are warranted for lack of a majority independent board. Votes AGAINST Ravichandra (Ravi) Saligram, Bradley Irwin, Penry Price, Robert Shearer and Arthur Winkleblack are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Church & Dwight Co., Inc.	04/27/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are noted regarding the lack of performance-based equity, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned.
Church & Dwight Co., Inc.	04/27/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Church & Dwight Co., Inc.	04/27/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Church & Dwight Co., Inc.	04/27/2023	Management	14	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Church & Dwight Co., Inc.	04/27/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Churchill Downs Incorporated	04/25/2023	Management	1	Yes	Elect Director Robert L. Fealy	For	For	Withhold	Withhold	WITHHOLD votes for Robert Fealy and Daniel Harrington are also warranted for serving as non-independent members of a key board committee. A vote FOR Douglas C. Grissom is warranted.
Churchill Downs Incorporated	04/25/2023	Management	2	Yes	Elect Director Douglas C. Grissom	For	For	For	For	WITHHOLD votes for Robert Fealy and Daniel Harrington are also warranted for serving as non-independent members of a key board committee. A vote FOR Douglas C. Grissom is warranted.
Churchill Downs Incorporated	04/25/2023	Management	3	Yes	Elect Director Daniel P. Harrington	For	For	Withhold	Withhold	WITHHOLD votes for Robert Fealy and Daniel Harrington are also warranted for serving as non-independent members of a key board committee. A vote FOR Douglas C. Grissom is warranted.
Churchill Downs Incorporated	04/25/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Churchill Downs Incorporated	04/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Churchill Downs Incorporated	04/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ciena Corporation	03/30/2023	Management	1	Yes	Elect Director Joanne B. Olsen	For	For	For	For	Votes AGAINST non-independent nominee Gary Smith are warranted for lack of a majority independent board. A vote FOR Joanne B. Olsen is warranted.
Ciena Corporation	03/30/2023	Management	2	Yes	Elect Director Gary B. Smith	For	For	Against	Against	Votes AGAINST non-independent nominee Gary Smith are warranted for lack of a majority independent board. A vote FOR Joanne B. Olsen is warranted.
Ciena Corporation	03/30/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ciena Corporation	03/30/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay for performance are reasonably aligned and no significant concerns were identified at this time.
Ciena Corporation	03/30/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Cincinnati Financial Corporation	05/06/2023	Management	1	Yes	Elect Director Thomas J. Aaron	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	2	Yes	Elect Director Nancy C. Benacci	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	3	Yes	Elect Director Linda W. Clement-Holmes	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	4	Yes	Elect Director Dirk J. Debbink	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	5	Yes	Elect Director Steven J. Johnston	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	6	Yes	Elect Director Jill P. Meyer	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cincinnati Financial Corporation	05/06/2023	Management	7	Yes	Elect Director David P. Osborn	For	For	For	For	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	8	Yes	Elect Director Gretchen W. Schar	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	9	Yes	Elect Director Charles O. Schiff	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	10	Yes	Elect Director Douglas S. Skidmore	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	11	Yes	Elect Director John F. Steele, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	12	Yes	Elect Director Larry R. Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Johnston, Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price), Charles Schiff, Douglas Skidmore, John Steele Jr. and Larry Webb are warranted for lack of a majority independent board. Votes AGAINST Linda Clement-Holmes, Gretchen Schar (Gretchen W. Price) and Douglas Skidmore are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cincinnati Financial Corporation	05/06/2023	Management	13	Yes	Amend Code of Regulations	For	For	For	For	A vote FOR this proposal is warranted. The company seeks to amend its code of regulations to update certain procedures related to the SEC's recently adopted universal proxy card rules. The proposed updates appear to be in line with standard best practices and are not a cause for concern.

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Cincinnati Financial Corporation	05/06/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives are based entirely on financial performance and no PSUs were earned for the recently completed performance period, aligned with the company's recent TSR underperformance. Nevertheless, some concerns remain regarding the fact that the majority of the CEO's regular equity award is not performance-conditioned.
Cincinnati Financial Corporation	05/06/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cincinnati Financial Corporation	05/06/2023	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Citigroup Inc.	04/25/2023	Management	1	Yes	Elect Director Ellen M. Costello	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	2	Yes	Elect Director Grace E. Dailey	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	3	Yes	Elect Director Barbara J. Desoer	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	4	Yes	Elect Director John C. Dugan	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	5	Yes	Elect Director Jane N. Fraser	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	6	Yes	Elect Director Duncan P. Hennes	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	7	Yes	Elect Director Peter B. Henry	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	8	Yes	Elect Director S. Leslie Ireland	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	9	Yes	Elect Director Renee J. James	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	10	Yes	Elect Director Gary M. Reiner	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	11	Yes	Elect Director Diana L. Taylor	For	For	Against	Against	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	12	Yes	Elect Director James S. Turley	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	13	Yes	Elect Director Casper W. von Koskull	For	For	For	For	Votes AGAINST Diana Taylor are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Citigroup Inc.	04/25/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Citigroup Inc.	04/25/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are concerns raised by the degree of discretion involved in NEO annual incentive determinations and certain key features and disclosures that are lacking. Some investors may prefer a more objective annual incentive structure, including reference to preset target goals and pay opportunities. While these issues warrant continued close monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are aligned for the year in review. Further, the CEO's long-term incentives are predominantly performance-conditioned with clearly disclosed multi-year goals. Moreover, the prior closing cycle long-term incentives were not earned when operational threshold goals were not achieved. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.
Citigroup Inc.	04/25/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Citigroup Inc.	04/25/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Citigroup Inc.	04/25/2023	Shareholder	18	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted. The board's current policy that requires shareholder approval of certain change of control severance payments lacks key disclosures for shareholders. Without more specific information on the existing policy, shareholders do not have adequate assurances that the policy safeguards against excessive severance payments.
Citigroup Inc.	04/25/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Citigroup Inc.	04/25/2023	Shareholder	20	Yes	Report on Respecting Indigenous Peoples' Rights	Against	For	For	For	A vote FOR this proposal is warranted. The bank and its shareholders are likely to benefit from increased transparency regarding due diligence around Indigenous Peoples' rights in project-related financing and clients' activities, for existing and future business.
Citigroup Inc.	04/25/2023	Shareholder	21	Yes	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	Against	Against	For	For	A vote FOR this proposal is warranted, as it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.
Citizens Financial Group Inc.	04/27/2023	Management	1	Yes	Elect Director Bruce Van Saun	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	2	Yes	Elect Director Lee Alexander	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	3	Yes	Elect Director Christine M. Cumming	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	4	Yes	Elect Director Kevin Cummings	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Citizens Financial Group Inc.	04/27/2023	Management	5	Yes	Elect Director William P. Hankowsky	For	For	Against	Against	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	6	Yes	Elect Director Edward J. Kelly, III	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	7	Yes	Elect Director Robert G. Leary	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	8	Yes	Elect Director Terrance J. Lillis	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	9	Yes	Elect Director Michele N. Siekerka	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	10	Yes	Elect Director Shivan Subramaniam	For	For	Against	Against	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	11	Yes	Elect Director Christopher J. Swift	For	For	For	For	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	12	Yes	Elect Director Wendy A. Watson	For	For	Against	Against	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	13	Yes	Elect Director Marita Zuraitis	For	For	Against	Against	Votes AGAINST Shivan Subramaniam, William Hankowsky, Wendy Watson and Marita Zuraitis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Citizens Financial Group Inc.	04/27/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns continue to be raised by the heavy reliance on compensation committee discretion in determining total executive pay. That being said, there are mitigating factors for the year under review. Specifically, the use of discretion has not resulted in a quantitative pay-for-performance misalignment, and the committee improved disclosure regarding core financial metrics used in assessing performance outcomes. Moreover, equity awards are largely performance-based and utilize a multi-year measurement period, and 2022 performance equity vesting outcomes were commensurate with longer term company performance. Given these circumstances, shareholders are advised to monitor the company's incentive pay structure, particularly should CEO pay and company performance become misaligned going forward.
Citizens Financial Group Inc.	04/27/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Clean Harbors, Inc.	05/24/2023	Management	1	Yes	Elect Director Edward G. Galante	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	2	Yes	Elect Director Alison A. Quirk	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	3	Yes	Elect Director Shelley Stewart, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	4	Yes	Elect Director John R. Welch	For	For	For	For	A vote FOR the director nominees is warranted.
Clean Harbors, Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Clean Harbors, Inc.	05/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Clean Harbors, Inc.	05/24/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cleveland-Cliffs Inc.	05/17/2023	Management	1	Yes	Elect Director Lourenco Goncalves	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	2	Yes	Elect Director Douglas C. Taylor	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	3	Yes	Elect Director John T. Baldwin	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	4	Yes	Elect Director Robert P. Fisher, Jr.	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	5	Yes	Elect Director William K. Gerber	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	6	Yes	Elect Director Susan M. Green	For	For	Withhold	Withhold	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	7	Yes	Elect Director Ralph S. Michael, III	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	8	Yes	Elect Director Janet L. Miller	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	9	Yes	Elect Director Gabriel Stoliar	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	10	Yes	Elect Director Arlene M. Yocum	For	For	For	For	WITHHOLD votes for Susan Green are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cleveland-Cliffs Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the prior year's relatively low say-on-pay support and subsequent engagement with shareholders, the compensation committee made commitments to not grant discretionary bonuses except for in extraordinary circumstances and changed its approach to target setting and evaluation of performance under the annual incentive plan, resulting in below target payouts during the year in review. Furthermore, long-term incentives remain primarily performance-conditioned, although shareholders may benefit from a more rigorous relative TSR metric.
Cleveland-Cliffs Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cleveland-Cliffs Inc.	05/17/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/04/2023	Management	1	Yes	Elect Director Terrence A. Duffy	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	2	Yes	Elect Director Kathryn Benesh	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	3	Yes	Elect Director Timothy S. Bitsberger	For	Against	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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CME Group Inc.	05/04/2023	Management	4	Yes	Elect Director Charles P. Carey	For	Against	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	5	Yes	Elect Director Bryan T. Durkin	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	6	Yes	Elect Director Harold Ford, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/04/2023	Management	7	Yes	Elect Director Martin J. Gepsman	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	8	Yes	Elect Director Larry G. Gerdes	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	9	Yes	Elect Director Daniel R. Glickman	For	Against	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/04/2023	Management	10	Yes	Elect Director Daniel G. Kaye	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	11	Yes	Elect Director Phyllis M. Lockett	For	Against	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	12	Yes	Elect Director Deborah J. Lucas	For	For	For	For	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CME Group Inc.	05/04/2023	Management	13	Yes	Elect Director Terry L. Savage	For	Against	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	14	Yes	Elect Director Rahael Seifu	For	Against	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	15	Yes	Elect Director William R. Shepard	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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CME Group Inc.	05/04/2023	Management	16	Yes	Elect Director Howard J. Siegel	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	17	Yes	Elect Director Dennis A. Suskind	For	For	Against	Against	Votes AGAINST non-independent nominees Terrence Duffy, Larry Gerdes, Timothy Bitsberger, Charles Carey, Bryan Durkin, Martin Gepsman, Daniel Glickman, Terry Savage, William Shepard, Howard Siegel, and Dennis Suskind are warranted for lack of a majority independent board. Votes AGAINST Larry Gerdes, Timothy Bitsberger, Charles Carey, Martin Gepsman, Daniel Glickman, Terry Savage and Dennis Suskind are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members Timothy Bitsberger, Charles Carey, Daniel Glickman, Terry Savage, and Rahael Seifu is warranted due to the committee's limited responsiveness to last year's failed say-on-pay vote. A vote AGAINST governance committee chair Phyllis Lockett is warranted given the problematic capital structure that negatively impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
CME Group Inc.	05/04/2023	Management	18	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CME Group Inc.	05/04/2023	Management	19	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following a failed say-on-pay vote last year, the compensation committee demonstrated only a limited degree of responsiveness to shareholder concerns. In addition, an unmitigated pay-for-performance misalignment persisted in FY22. The CEO's total pay remained elevated largely due to a significant base salary increase, which is significantly higher than the median salary of peer CEOs. This base salary had the effect of also increasing his annual and long-term incentives that are targeted to a percentage of base salary. Further, although annual and long-term incentives are significantly performance-based, concern remains that the relative TSR metric under the long-term incentive program targets merely median performance and the proxy does not disclose a vesting cap if absolute TSR is negative.
CME Group Inc.	05/04/2023	Management	20	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CMS Energy Corporation	05/05/2023	Management	1	Yes	Elect Director Jon E. Barfield	For	For	Against	Against	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	2	Yes	Elect Director Deborah H. Butler	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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CMS Energy Corporation	05/05/2023	Management	3	Yes	Elect Director Kurt L. Darrow	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	4	Yes	Elect Director William D. Harvey	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	5	Yes	Elect Director Garrick J. Rochow	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	6	Yes	Elect Director John G. Russell	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	7	Yes	Elect Director Suzanne F. Shank	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	8	Yes	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	9	Yes	Elect Director John G. Sznewajs	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	10	Yes	Elect Director Ronald J. Tanski	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	11	Yes	Elect Director Laura H. Wright	For	For	For	For	Votes AGAINST Jon Barfield are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
CMS Energy Corporation	05/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily based on pre-set financial measures, and a majority of the equity awards are performance-based with a multi-year performance period.
CMS Energy Corporation	05/05/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CMS Energy Corporation	05/05/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CNA Financial Corporation	04/26/2023	Management	1	Yes	Elect Director Michael A. Bless	For	For	For	For	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	2	Yes	Elect Director Jose O. Montemayor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CNA Financial Corporation	04/26/2023	Management	3	Yes	Elect Director Don M. Randel	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	4	Yes	Elect Director Andre Rice	For	For	For	For	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	5	Yes	Elect Director Dino E. Robusto	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	6	Yes	Elect Director Kenneth I. Siegel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	7	Yes	Elect Director Andrew H. Tisch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	8	Yes	Elect Director Benjamin J. Tisch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CNA Financial Corporation	04/26/2023	Management	9	Yes	Elect Director James S. Tisch	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	10	Yes	Elect Director Jane J. Wang	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dino Robusto, Jose Montemayor, Don Randel, Kenneth Siegel, Benjamin (Ben) Tisch, Andrew Tisch, James (Jim) Tisch and Jane Wang are warranted for lack of a majority independent board and for lack of a formal nominating committee. WITHHOLD votes for Jose Montemayor and Don Randel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CNA Financial Corporation	04/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
CNA Financial Corporation	04/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CNA Financial Corporation	04/26/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cognex Corporation	05/03/2023	Management	1	Yes	Elect Director Angelos Papadimitriou	For	For	For	For	A vote FOR all director nominees is warranted.
Cognex Corporation	05/03/2023	Management	2	Yes	Elect Director Dianne M. Parrotte	For	For	For	For	A vote FOR all director nominees is warranted.
Cognex Corporation	05/03/2023	Management	3	Yes	Elect Director John T.C. Lee	For	For	For	For	A vote FOR all director nominees is warranted.
Cognex Corporation	05/03/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cognex Corporation	05/03/2023	Management	5	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cognex Corporation	05/03/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Cognex Corporation	05/03/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cognizant Technology Solutions Corporation	06/06/2023	Management	1	Yes	Elect Director Zein Abdalla	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	2	Yes	Elect Director Vinita Bali	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	3	Yes	Elect Director Eric Branderiz	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	4	Yes	Elect Director Archana Deskus	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	5	Yes	Elect Director John M. Dineen	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	6	Yes	Elect Director Nella Domenici	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	7	Yes	Elect Director Ravi Kumar S	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	8	Yes	Elect Director Leo S. Mackay, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	9	Yes	Elect Director Michael Patsalos-Fox	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	10	Yes	Elect Director Stephen J. Rohleder	For	For	For	For	A vote FOR all director nominees is warranted.

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Cognizant Technology Solutions Corporation	06/06/2023	Management	11	Yes	Elect Director Abraham "Bram" Schot	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	12	Yes	Elect Director Joseph M. Velli	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	13	Yes	Elect Director Sandra S. Wijnberg	For	For	For	For	A vote FOR all director nominees is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. A majority of the annual incentives were tied to pre-set financial measures and equity awards were primarily performance-conditioned although a portion of the PSUs utilize annual performance periods. Nevertheless, below target payouts are in line with recent company performance, and pay and performance are reasonably aligned for the year in review.
Cognizant Technology Solutions Corporation	06/06/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cognizant Technology Solutions Corporation	06/06/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no concerns have been identified at this time.
Cognizant Technology Solutions Corporation	06/06/2023	Management	17	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Cognizant Technology Solutions Corporation	06/06/2023	Management	18	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cognizant Technology Solutions Corporation	06/06/2023	Shareholder	19	Yes	Amend Bylaws	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Cognizant Technology Solutions Corporation	06/06/2023	Shareholder	20	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Colgate-Palmolive Company	05/12/2023	Management	1	Yes	Elect Director John P. Bilbrey	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	2	Yes	Elect Director John T. Cahill	For	For	Against	Against	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	3	Yes	Elect Director Steve Cahillane	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	4	Yes	Elect Director Lisa M. Edwards	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	5	Yes	Elect Director C. Martin Harris	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Colgate-Palmolive Company	05/12/2023	Management	6	Yes	Elect Director Martina Hund-Mejean	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	7	Yes	Elect Director Kimberly A. Nelson	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	8	Yes	Elect Director Lorrie M. Norrington	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	9	Yes	Elect Director Michael B. Polk	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	10	Yes	Elect Director Stephen I. Sadove	For	For	Against	Against	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	11	Yes	Elect Director Noel R. Wallace	For	For	For	For	Votes AGAINST John Cahill and Stephen Sadove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Colgate-Palmolive Company	05/12/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Colgate-Palmolive Company	05/12/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide excessive auto-related perquisite to the CEO.
Colgate-Palmolive Company	05/12/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Colgate-Palmolive Company	05/12/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Colgate-Palmolive Company	05/12/2023	Shareholder	16	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Columbia Banking System, Inc.	05/18/2023	Management	1	Yes	Elect Director Cort L. O'Haver	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	2	Yes	Elect Director Craig D. Eerkes	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	3	Yes	Elect Director Mark A. Finkelstein	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	4	Yes	Elect Director Eric S. Forrest	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Columbia Banking System, Inc.	05/18/2023	Management	5	Yes	Elect Director Peggy Y. Fowler	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	6	Yes	Elect Director Randal L. Lund	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	7	Yes	Elect Director Luis M. Machuca	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	8	Yes	Elect Director S. Mae Fujita Numata	For	For	Against	Against	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	9	Yes	Elect Director Maria M. Pope	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	10	Yes	Elect Director John F. Schultz	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	11	Yes	Elect Director Elizabeth W. Seaton	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	12	Yes	Elect Director Clint E. Stein	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	13	Yes	Elect Director Hilliard C. Terry, III	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	14	Yes	Elect Director Anddria Varnado	For	For	For	For	Votes AGAINST S. Mae Numata are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Banking System, Inc.	05/18/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Columbia Banking System, Inc.	05/18/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Columbia Banking System, Inc.	05/18/2023	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbia Sportswear Company	06/08/2023	Management	1	Yes	Elect Director Timothy P. Boyle	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	2	Yes	Elect Director Stephen E. Babson	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	3	Yes	Elect Director Andy D. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	4	Yes	Elect Director John W. Culver	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	5	Yes	Elect Director Kevin Mansell	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Columbia Sportswear Company	06/08/2023	Management	6	Yes	Elect Director Ronald E. Nelson	For	For	Withhold	Withhold	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	7	Yes	Elect Director Christiana Smith Shi	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	8	Yes	Elect Director Sabrina L. Simmons	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	9	Yes	Elect Director Malia H. Wasson	For	For	For	For	WITHHOLD votes for Andy Bryant, Stephen Babson, and Ronald Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbia Sportswear Company	06/08/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbia Sportswear Company	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Columbia Sportswear Company	06/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Comcast Corporation	06/07/2023	Management	1	Yes	Elect Director Kenneth J. Bacon	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	2	Yes	Elect Director Thomas J. Baltimore, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	3	Yes	Elect Director Madeline S. Bell	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.

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Comcast Corporation	06/07/2023	Management	4	Yes	Elect Director Edward D. Breen	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	5	Yes	Elect Director Gerald L. Hassell	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	6	Yes	Elect Director Jeffrey A. Honickman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	7	Yes	Elect Director Maritza G. Montiel	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	8	Yes	Elect Director Asuka Nakahara	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.

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Comcast Corporation	06/07/2023	Management	9	Yes	Elect Director David C. Novak	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	10	Yes	Elect Director Brian L. Roberts	For	For	For	For	WITHHOLD votes for Kenneth Bacon, Gerald Hassell and Jeffrey Honickman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Thomas (Tom) Baltimore Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Kenneth Bacon, Madeleine Bell, and Jeffrey Honickman are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Comcast Corporation	06/07/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Comcast Corporation	06/07/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted.
Comcast Corporation	06/07/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Comcast Corporation	06/07/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft perquisites to the CEO.
Comcast Corporation	06/07/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Comcast Corporation	06/07/2023	Shareholder	16	Yes	Oversee and Report on a Racial Equity Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of the company's efforts to address the issue of any inequality in its workforce and its management of related risks.
Comcast Corporation	06/07/2023	Shareholder	17	Yes	Report on Climate Risk in Retirement Plan Options	Against	Against	For	For	A vote FOR this resolution is warranted. While the company may not be responsible for its employees' investment decisions, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Comcast Corporation	06/07/2023	Shareholder	18	Yes	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Comcast Corporation	06/07/2023	Shareholder	19	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.

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Comcast Corporation	06/07/2023	Shareholder	20	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide shareholders with sufficient disclosure to understand to what extent corporate operations depend on China.
Comerica Incorporated	04/25/2023	Management	1	Yes	Elect Director Nancy Avila	For	For	For	For	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	2	Yes	Elect Director Michael E. Collins	For	For	For	For	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	3	Yes	Elect Director Roger A. Cregg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	4	Yes	Elect Director Curtis C. Farmer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	5	Yes	Elect Director Jacqueline P. Kane	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Comerica Incorporated	04/25/2023	Management	6	Yes	Elect Director Derek J. Kerr	For	For	For	For	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	7	Yes	Elect Director Richard G. Lindner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	8	Yes	Elect Director Jennifer H. Sampson	For	For	For	For	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	9	Yes	Elect Director Barbara R. Smith	For	For	For	For	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	10	Yes	Elect Director Robert S. Taubman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	11	Yes	Elect Director Reginald M. Turner, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Comerica Incorporated	04/25/2023	Management	12	Yes	Elect Director Nina G. Vaca	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	13	Yes	Elect Director Michael G. Van de Ven	For	For	For	For	WITHHOLD votes for non-independent nominees Curtis Farmer, Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner, Robert Taubman and Reginald Turner Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Roger Cregg, Ximena Humrichouse (Nina Vaca), Jacqueline Kane, Richard Lindner and Reginald Turner Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Comerica Incorporated	04/25/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Comerica Incorporated	04/25/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision. In addition, the company provided large miscellaneous perquisites to the CEO.
Comerica Incorporated	04/25/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Commerce Bancshares, Inc.	04/19/2023	Management	1	Yes	Elect Director Blackford F. Brauer	For	For	For	For	WITHHOLD votes for non-independent nominee David Kemper are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Commerce Bancshares, Inc.	04/19/2023	Management	2	Yes	Elect Director W. Kyle Chapman	For	For	For	For	WITHHOLD votes for non-independent nominee David Kemper are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Commerce Bancshares, Inc.	04/19/2023	Management	3	Yes	Elect Director Karen L. Daniel	For	For	For	For	WITHHOLD votes for non-independent nominee David Kemper are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Commerce Bancshares, Inc.	04/19/2023	Management	4	Yes	Elect Director David W. Kemper	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee David Kemper are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Commerce Bancshares, Inc.	04/19/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Commerce Bancshares, Inc.	04/19/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company did not condition vesting of long-term awards on the achievement of performance goals for awards granted in the most recent fiscal year.
Commerce Bancshares, Inc.	04/19/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Commerce Bancshares, Inc.	04/19/2023	Management	8	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR the proposal is warranted given that the request is below the allowable threshold and there are no substantial concerns about the company's past use of shares.

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Commerce Bancshares, Inc.	04/19/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Concentrix Corporation	03/23/2023	Management	1	Yes	Elect Director Chris Caldwell	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	2	Yes	Elect Director Teh-Chien Chou	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	3	Yes	Elect Director LaVerne H. Council	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	4	Yes	Elect Director Jennifer Deason	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	5	Yes	Elect Director Kathryn Hayley	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	6	Yes	Elect Director Kathryn Marinello	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	7	Yes	Elect Director Dennis Polk	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	8	Yes	Elect Director Ann Vezina	For	For	For	For	A vote FOR all director nominees is warranted.
Concentrix Corporation	03/23/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Concentrix Corporation	03/23/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.
Confluent, Inc.	06/01/2023	Management	1	Yes	Elect Director Matthew Miller	For	For	For	For	WITHHOLD votes are warranted for governance committee member Michelangelo (Mike) Volpi given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Confluent, Inc.	06/01/2023	Management	2	Yes	Elect Director Eric Vishria	For	For	For	For	WITHHOLD votes are warranted for governance committee member Michelangelo (Mike) Volpi given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Confluent, Inc.	06/01/2023	Management	3	Yes	Elect Director Michelangelo Volpi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee member Michelangelo (Mike) Volpi given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the classified board, and the dual class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Confluent, Inc.	06/01/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Confluent, Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Confluent, Inc.	06/01/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ConocoPhillips	05/16/2023	Management	1	Yes	Elect Director Dennis V. Arriola	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	2	Yes	Elect Director Jody Freeman	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.

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ConocoPhillips	05/16/2023	Management	3	Yes	Elect Director Gay Huey Evans	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	4	Yes	Elect Director Jeffrey A. Joerres	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	5	Yes	Elect Director Ryan M. Lance	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	6	Yes	Elect Director Timothy A. Leach	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	7	Yes	Elect Director William H. McRaven	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	8	Yes	Elect Director Sharmila Mulligan	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	9	Yes	Elect Director Eric D. Mullins	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	10	Yes	Elect Director Arjun N. Murti	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	11	Yes	Elect Director Robert A. Niblock	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	12	Yes	Elect Director David T. Seaton	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.

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ConocoPhillips	05/16/2023	Management	13	Yes	Elect Director R.A. Walker	For	For	Against	Against	Votes AGAINST all director nominees are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Votes AGAINST Robert Niblock are warranted for serving as a non-independent member of a key board committee.
ConocoPhillips	05/16/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ConocoPhillips	05/16/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's corporate aircraft-related perquisite.
ConocoPhillips	05/16/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ConocoPhillips	05/16/2023	Management	17	Yes	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
ConocoPhillips	05/16/2023	Management	18	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this item is warranted as no significant concerns have been identified at this time.
ConocoPhillips	05/16/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
ConocoPhillips	05/16/2023	Shareholder	20	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
ConocoPhillips	05/16/2023	Shareholder	21	Yes	Report on Tax Transparency	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally. In addition, the proposed disclosure would enable shareholders to better assess the company's tax practices in non-US markets and its management of risks related to taxation reforms.
ConocoPhillips	05/16/2023	Shareholder	22	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Consolidated Edison, Inc.	05/15/2023	Management	1	Yes	Elect Director Timothy P. Cawley	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	2	Yes	Elect Director Ellen V. Futter	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	3	Yes	Elect Director John F. Killian	For	For	Against	Against	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consolidated Edison, Inc.	05/15/2023	Management	4	Yes	Elect Director Karol V. Mason	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	5	Yes	Elect Director Dwight A. McBride	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	6	Yes	Elect Director William J. Mulrow	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	7	Yes	Elect Director Armando J. Olivera	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	8	Yes	Elect Director Michael W. Ranger	For	For	Against	Against	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	9	Yes	Elect Director Linda S. Sanford	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	10	Yes	Elect Director Deirdre Stanley	For	For	For	For	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	11	Yes	Elect Director L. Frederick Sutherland	For	For	Against	Against	Votes AGAINST Michael Ranger, John Killian and L. Frederick (Fred) Sutherland are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Consolidated Edison, Inc.	05/15/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consolidated Edison, Inc.	05/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are both primarily based on pre-set, objective goals.
Consolidated Edison, Inc.	05/15/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Consolidated Edison, Inc.	05/15/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Constellation Energy Corporation	04/25/2023	Management	1	Yes	Elect Director Joseph Dominguez	For	For	For	For	A vote FOR all director nominees is warranted.
Constellation Energy Corporation	04/25/2023	Management	2	Yes	Elect Director Julie Holzrichter	For	For	For	For	A vote FOR all director nominees is warranted.
Constellation Energy Corporation	04/25/2023	Management	3	Yes	Elect Director Ashish Khandpur	For	For	For	For	A vote FOR all director nominees is warranted.
Constellation Energy Corporation	04/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set objective metrics with clear disclosure of performance targets and achieved results. In addition, long-term incentives are majority performance conditioned and measured over a multi-year period.
Constellation Energy Corporation	04/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Constellation Energy Corporation	04/25/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Corning Incorporated	04/27/2023	Management	1	Yes	Elect Director Donald W. Blair	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	2	Yes	Elect Director Leslie A. Brun	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	3	Yes	Elect Director Stephanie A. Burns	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	4	Yes	Elect Director Richard T. Clark	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	5	Yes	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	6	Yes	Elect Director Robert F. Cummings, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Corning Incorporated	04/27/2023	Management	7	Yes	Elect Director Roger W. Ferguson, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	8	Yes	Elect Director Deborah A. Henretta	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	9	Yes	Elect Director Daniel P. Huttenlocher	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	10	Yes	Elect Director Kurt M. Landgraf	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	11	Yes	Elect Director Kevin J. Martin	For	For	For	For	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	12	Yes	Elect Director Deborah D. Rieman	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Corning Incorporated	04/27/2023	Management	13	Yes	Elect Director Hansel E. Tookes, II	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	14	Yes	Elect Director Wendell P. Weeks	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	15	Yes	Elect Director Mark S. Wrighton	For	For	Against	Against	Votes AGAINST non-independent nominees Wendell Weeks, Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman, Hansel Tookes II and Mark Wrighton are warranted for lack of a majority independent board. Votes AGAINST Richard Clark, Stephanie Burns, Robert Cummings Jr., Kurt Landgraf, Deborah Rieman and Hansel Tookes II are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Corning Incorporated	04/27/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an inordinate amount of personal use of corporate aircraft. * The company maintains agreements that contain a modified single trigger change in control provision. * The company maintains agreements that auto-accelerated equity vesting provisions.
Corning Incorporated	04/27/2023	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Corning Incorporated	04/27/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Corteva, Inc.	04/21/2023	Management	1	Yes	Elect Director Lamberto Andreotti	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	2	Yes	Elect Director Klaus A. Engel	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	3	Yes	Elect Director David C. Everitt	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	4	Yes	Elect Director Janet P. Giesselman	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	5	Yes	Elect Director Karen H. Grimes	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	6	Yes	Elect Director Michael O. Johanns	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	7	Yes	Elect Director Rebecca B. Liebert	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	8	Yes	Elect Director Marcos M. Lutz	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	9	Yes	Elect Director Charles V. Magro	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	10	Yes	Elect Director Nayaki R. Nayyar	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	11	Yes	Elect Director Gregory R. Page	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	12	Yes	Elect Director Kerry J. Preete	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	13	Yes	Elect Director Patrick J. Ward	For	For	For	For	A vote FOR all director nominees is warranted.
Corteva, Inc.	04/21/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of relocation benefits to the CEO and the total amount of perquisite compensation reported for the CEO is excessive.
Corteva, Inc.	04/21/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CoStar Group, Inc.	06/08/2023	Management	1	Yes	Elect Director Michael R. Klein	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/08/2023	Management	2	Yes	Elect Director Andrew C. Florance	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/08/2023	Management	3	Yes	Elect Director Michael J. Glosserman	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/08/2023	Management	4	Yes	Elect Director John W. Hill	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/08/2023	Management	5	Yes	Elect Director Laura Cox Kaplan	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/08/2023	Management	6	Yes	Elect Director Robert W. Musslewhite	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/08/2023	Management	7	Yes	Elect Director Christopher J. Nassetta	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CoStar Group, Inc.	06/08/2023	Management	8	Yes	Elect Director Louise S. Sams	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Klein, Andrew Florance, Michael Glosserman and Christopher Nassetta are warranted for lack of a majority independent board. Votes AGAINST Michael (Mike) Klein, Michael Glosserman and Christopher Nassetta are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CoStar Group, Inc.	06/08/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CoStar Group, Inc.	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain modified single trigger and excise tax gross-up provisions. Further, the company provided an inordinate amount of aircraft-related perquisite to the CEO.
CoStar Group, Inc.	06/08/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CoStar Group, Inc.	06/08/2023	Shareholder	12	Yes	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing climate change related risks and ensure alignment with the Paris Agreement's goal.
Costco Wholesale Corporation	01/19/2023	Management	1	Yes	Elect Director Susan L. Decker	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	2	Yes	Elect Director Kenneth D. Denman	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	3	Yes	Elect Director Richard A. Galanti	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	4	Yes	Elect Director Hamilton E. James	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Costco Wholesale Corporation	01/19/2023	Management	5	Yes	Elect Director W. Craig Jelinek	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	6	Yes	Elect Director Sally Jewell	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	7	Yes	Elect Director Charles T. Munger	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	8	Yes	Elect Director Jeffrey S. Raikes	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	9	Yes	Elect Director John W. Stanton	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	10	Yes	Elect Director Ron M. Vachris	For	For	Against	Against	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Costco Wholesale Corporation	01/19/2023	Management	11	Yes	Elect Director Mary Agnes (Maggie) Wilderotter	For	For	For	For	Votes AGAINST non-independent nominees Hamilton James, W. Craig Jelinek, Susan (Sue) Decker, Richard Galanti, Charles Munger, Jeffrey (Jeff) Raikes, and Ron Vachris are warranted for lack of a majority independent board. Votes AGAINST Susan (Sue) Decker, Charles Munger, and Jeffrey (Jeff) Raikes are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Costco Wholesale Corporation	01/19/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Costco Wholesale Corporation	01/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time. The STI plan included environmental and social objectives, though the specific quantitative targets were not disclosed. Performance share grants continue to utilize a one-year performance period.
Costco Wholesale Corporation	01/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Costco Wholesale Corporation	01/19/2023	Shareholder	15	Yes	Report on Risk Due to Restrictions on Reproductive Rights	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
Coterra Energy Inc.	05/04/2023	Management	1	Yes	Elect Director Thomas E. Jorden	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	2	Yes	Elect Director Robert S. Boswell	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	3	Yes	Elect Director Dorothy M. Ables	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	4	Yes	Elect Director Amanda M. Brock	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	5	Yes	Elect Director Dan O. Dinges	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	6	Yes	Elect Director Paul N. Eckley	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	7	Yes	Elect Director Hans Helmerich	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	8	Yes	Elect Director Lisa A. Stewart	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	9	Yes	Elect Director Frances M. Vallejo	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	10	Yes	Elect Director Marcus A. Watts	For	For	For	For	A vote FOR the director nominees is warranted.
Coterra Energy Inc.	05/04/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Coterra Energy Inc.	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were predominantly based on pre-set objective metrics and annual equity grants to the CEO were entirely performance-based.
Coterra Energy Inc.	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Coterra Energy Inc.	05/04/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Coterra Energy Inc.	05/04/2023	Shareholder	15	Yes	Report on Reliability of Methane Emission Disclosures	Against	For	For	For	A vote FOR this resolution is warranted. In light of heightened regulatory interest and the company's peers joining the Oil and Gas Methane Partnership, shareholders would benefit from more disclosure on the company's methane measurement.
Coterra Energy Inc.	05/04/2023	Shareholder	16	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Coupa Software Incorporated	02/23/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The merger consideration represents a 60.1 percent discount to COUP's 52-week high, a 78.1 percent discount to COUP's all-time high, and a 14x discount to COUP's EV/NTM sales multiple a year before announcement. Although these discounts to recent value are concerning, market dynamics suggest that past trading levels may not be an appropriate indicator for COUP's future value. In addition, the offer does not appear opportunistic (relative to COUP's valuation over the last year), and there is downside risk evidenced by significant outperformance relative to the index, which could be compounded by operational headwinds impacting revenue growth and free cash flow margins over the next two years. Moreover, the sales process appears thorough, with competitive tension and public media speculation, and there has been no public opposition to the transaction since announcement, despite activism in the stock by two shareholders during the sale process. On balance, support FOR the proposed transaction is warranted.
Coupa Software Incorporated	02/23/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and of a reasonable basis, and no excise tax gross-ups are payable. For outstanding equity, although the best practice would be to prorate any front-loaded one-time awards, the performance portion of the CEO's special award will be forfeited, while the time-vested portion will accelerate only upon a qualifying termination. Further, a portion of the CEO's remaining equity awards will only vest upon a qualifying termination.
Coupa Software Incorporated	02/23/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction warrants support.
Cousins Properties Incorporated	04/25/2023	Management	1	Yes	Elect Director Charles T. Cannada	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	2	Yes	Elect Director Robert M. Chapman	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	3	Yes	Elect Director M. Colin Connolly	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	4	Yes	Elect Director Scott W. Fordham	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	5	Yes	Elect Director Lillian C. Giornelli	For	For	Against	Against	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	6	Yes	Elect Director R. Kent Griffin, Jr.	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	7	Yes	Elect Director Donna W. Hyland	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	8	Yes	Elect Director Dionne Nelson	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	9	Yes	Elect Director R. Dary Stone	For	For	For	For	Votes AGAINST Lillian Giornelli are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Cousins Properties Incorporated	04/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cousins Properties Incorporated	04/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cousins Properties Incorporated	04/25/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crane NXT Co.	06/05/2023	Management	1	Yes	Elect Director Michael Dinkins	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	2	Yes	Elect Director William Grogan	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	3	Yes	Elect Director Cristen Kogl	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	4	Yes	Elect Director Ellen McClain	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	5	Yes	Elect Director Max H. Mitchell	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	6	Yes	Elect Director Aaron W. Saak	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	7	Yes	Elect Director John S. Stroup	For	For	For	For	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Crane NXT Co.	06/05/2023	Management	8	Yes	Elect Director James L. L. Tullis	For	For	Against	Against	Votes AGAINST James Tullis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair James Tullis are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Crane NXT Co.	06/05/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crane NXT Co.	06/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Crane NXT Co.	06/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Credit Acceptance Corporation	06/02/2023	Management	1	Yes	Elect Director Kenneth S. Booth	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	2	Yes	Elect Director Glenda J. Flanagan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	3	Yes	Elect Director Vinayak R. Hegde	For	For	For	For	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	4	Yes	Elect Director Thomas N. Tryforos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	5	Yes	Elect Director Scott J. Vassalluzzo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Thomas Tryforos, Kenneth Booth, Glenda Flanagan and Scott Vassalluzzo are warranted for lack of a majority independent board. A vote FOR Vinayak R. Hegde is warranted.
Credit Acceptance Corporation	06/02/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Credit Acceptance Corporation	06/02/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Credit Acceptance Corporation	06/02/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Credit Acceptance Corporation	06/02/2023	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CrowdStrike Holdings, Inc.	06/21/2023	Management	1	Yes	Elect Director Johanna Flower	For	For	For	For	WITHHOLD votes for Denis O'Leary are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Denis O'Leary are further warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. In the absence of compensation committee member nominees, WITHHOLD votes for incumbent nominees Denis O'Leary and Godfrey Sullivan are warranted due to concerns regarding the large corporate aircraft perquisite provided to the CEO. A vote FOR Johanna Flower is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
CrowdStrike Holdings, Inc.	06/21/2023	Management	2	Yes	Elect Director Denis J. O'Leary	For	Withhold	Withhold	Withhold	WITHHOLD votes for Denis O'Leary are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Denis O'Leary are further warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. In the absence of compensation committee member nominees, WITHHOLD votes for incumbent nominees Denis O'Leary and Godfrey Sullivan are warranted due to concerns regarding the large corporate aircraft perquisite provided to the CEO. A vote FOR Johanna Flower is warranted.
CrowdStrike Holdings, Inc.	06/21/2023	Management	3	Yes	Elect Director Godfrey R. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for Denis O'Leary are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Denis O'Leary are further warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the supermajority and "pop-up" supermajority vote requirements to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. In the absence of compensation committee member nominees, WITHHOLD votes for incumbent nominees Denis O'Leary and Godfrey Sullivan are warranted due to concerns regarding the large corporate aircraft perquisite provided to the CEO. A vote FOR Johanna Flower is warranted.
CrowdStrike Holdings, Inc.	06/21/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Crown Castle Inc.	05/17/2023	Management	1	Yes	Elect Director P. Robert Bartolo	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	2	Yes	Elect Director Jay A. Brown	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	3	Yes	Elect Director Cindy Christy	For	For	Against	Against	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	4	Yes	Elect Director Ari Q. Fitzgerald	For	For	Against	Against	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	5	Yes	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	6	Yes	Elect Director Tammy K. Jones	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	7	Yes	Elect Director Anthony J. Melone	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Crown Castle Inc.	05/17/2023	Management	8	Yes	Elect Director W. Benjamin Moreland	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	9	Yes	Elect Director Kevin A. Stephens	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	10	Yes	Elect Director Matthew Thornton, III	For	For	For	For	Votes AGAINST Cindy Christy and Ari Fitzgerald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Castle Inc.	05/17/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crown Castle Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. A majority of the CEO's pay is conditioned on objective financial performance, and the majority of equity grants are earned based on a multi-year performance period.
Crown Castle Inc.	05/17/2023	Management	13	Yes	Amend Charter to Allow Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Crown Holdings, Inc.	04/27/2023	Management	1	Yes	Elect Director Timothy J. Donahue	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	2	Yes	Elect Director Richard H. Fearon	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	3	Yes	Elect Director Andrea J. Funk	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	4	Yes	Elect Director Stephen J. Hagge	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	5	Yes	Elect Director Jesse A. Lynn	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	6	Yes	Elect Director James H. Miller	For	For	Withhold	Withhold	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	7	Yes	Elect Director Josef M. Miller	For	For	Withhold	Withhold	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	8	Yes	Elect Director B. Craig Owens	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	9	Yes	Elect Director Angela M. Snyder	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Crown Holdings, Inc.	04/27/2023	Management	10	Yes	Elect Director Caesar F. Sweizer	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	11	Yes	Elect Director Andrew J. Teno	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	12	Yes	Elect Director Marsha C. Williams	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	13	Yes	Elect Director Dwayne A. Wilson	For	For	For	For	WITHHOLD votes for James Miller and Josef Mueller are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Crown Holdings, Inc.	04/27/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Crown Holdings, Inc.	04/27/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Crown Holdings, Inc.	04/27/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Crown Holdings, Inc.	04/27/2023	Shareholder	17	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
CSX Corporation	05/10/2023	Management	1	Yes	Elect Director Donna M. Alvarado	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	2	Yes	Elect Director Thomas P. Bostick	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	3	Yes	Elect Director Steven T. Halverson	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	4	Yes	Elect Director Paul C. Hilal	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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CSX Corporation	05/10/2023	Management	5	Yes	Elect Director Joseph R. Hinrichs	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	6	Yes	Elect Director David M. Moffett	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	7	Yes	Elect Director Linda H. Riefler	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	8	Yes	Elect Director Suzanne M. Vautrinot	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	9	Yes	Elect Director James L. Wainscott	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	10	Yes	Elect Director J. Steven Whisler	For	For	Against	Against	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	11	Yes	Elect Director John J. Zillmer	For	For	For	For	Votes AGAINST Donna Alvarado, Steven Halverson and J. Steven Whisler are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
CSX Corporation	05/10/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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CSX Corporation	05/10/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote, the company contacted a substantial portion of its shareholders, disclosed details of those engagement efforts, and made several meaningful changes to the compensation program to address concerns. In addition, annual incentives were primarily determined by pre-set objective metrics, with clear disclosure of targets, per-metric weights, and actual results. Further, the committee did not apply discretionary adjustments, which was a noted shareholder concern, aligning payouts with quantifiable metrics. Moreover, half of long-term incentives were performance conditioned and measured over a multi-year period, and the percentage of PSUs will be increased in FY23.
CSX Corporation	05/10/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CubeSmart	05/16/2023	Management	1	Yes	Elect Director Piero Bussani	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	2	Yes	Elect Director Jit Kee Chin	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	3	Yes	Elect Director Dorothy Dowling	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	4	Yes	Elect Director John W. Fain	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	5	Yes	Elect Director Jair K. Lynch	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CubeSmart	05/16/2023	Management	6	Yes	Elect Director Christopher P. Marr	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	7	Yes	Elect Director Deborah Rather Salzberg	For	For	For	For	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	8	Yes	Elect Director John F. Remondi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	9	Yes	Elect Director Jeffrey F. Rogatz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Christopher Marr, Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are warranted for lack of a majority independent board. WITHHOLD votes for Piero Bussani, John Fain, John (Jack) Remondi and Jeffrey Rogatz are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CubeSmart	05/16/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
CubeSmart	05/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
CubeSmart	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	1	Yes	Elect Director Carlos Alvarez	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	2	Yes	Elect Director Chris M. Avery	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	3	Yes	Elect Director Anthony R. 'Tony' Chase	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	4	Yes	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cullen/Frost Bankers, Inc.	04/26/2023	Management	5	Yes	Elect Director Samuel G. Dawson	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	6	Yes	Elect Director Crawford H. Edwards	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	7	Yes	Elect Director Patrick B. Frost	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	8	Yes	Elect Director Phillip D. Green	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	9	Yes	Elect Director David J. Haemisegger	For	For	Against	Against	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	10	Yes	Elect Director Charles W. Matthews	For	For	Against	Against	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	11	Yes	Elect Director Joseph A. Pierce	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	12	Yes	Elect Director Linda B. Rutherford	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	13	Yes	Elect Director Jack Willome	For	For	For	For	Votes AGAINST Charles Matthews and David Haemisegger are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal/home security perquisites to the CEO.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cullen/Frost Bankers, Inc.	04/26/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cummins Inc.	05/09/2023	Management	1	Yes	Elect Director N. Thomas Linebarger	For	For	Against	Against	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cummins Inc.	05/09/2023	Management	2	Yes	Elect Director Jennifer W. Rumsey	For	For	Against	Against	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	3	Yes	Elect Director Gary L. Belske	For	For	For	For	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	4	Yes	Elect Director Robert J. Bernhard	For	For	Against	Against	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	5	Yes	Elect Director Bruno V. Di Leo Allen	For	For	For	For	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	6	Yes	Elect Director Stephen B. Dobbs	For	For	Against	Against	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	7	Yes	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cummins Inc.	05/09/2023	Management	8	Yes	Elect Director Thomas J. Lynch	For	For	For	For	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	9	Yes	Elect Director William I. Miller	For	For	Against	Against	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	10	Yes	Elect Director Georgia R. Nelson	For	For	Against	Against	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	11	Yes	Elect Director Kimberly A. Nelson	For	For	For	For	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	12	Yes	Elect Director Karen H. Quintos	For	For	For	For	Votes AGAINST non-independent nominees Norman Thomas Linebarger, Jennifer Rumsey, Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are warranted for lack of a majority independent board. Votes AGAINST Robert Bernhard, Stephen (Steve) Dobbs, William Miller and Georgia Nelson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cummins Inc.	05/09/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of pay is conditioned on clearly disclosed financial performance metrics, and performance targets were set at more rigorous levels than the prior year.
Cummins Inc.	05/09/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Cummins Inc.	05/09/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cummins Inc.	05/09/2023	Management	16	Yes	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted. The proposal seeks to increase the annual limit on aggregate matching contributions under the plan to \$30 million. The plan encourages broad-based share ownership, and purchase prices as well as limits on contributions are reasonable.

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Cummins Inc.	05/09/2023	Shareholder	17	Yes	Require Independent Board Chairman	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Cummins Inc.	05/09/2023	Shareholder	18	Yes	Disclose Plan to Link Executive Compensation to GHG Emissions Reduction Goals	Against	Against	For	For	A vote FOR this proposal is warranted. Incorporating climate-related performance measures as a broader component of senior executive pay setting decision-making would serve to incentivize executives to ensure that company performance on environmental, social and sustainability considerations, alongside financial factors, is appropriately aligned with management's interests, the firm's stated commitments to climate, sustainability, and long-term corporate strategy.
Curtiss-Wright Corporation	05/04/2023	Management	1	Yes	Elect Director Lynn M. Bamford	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	2	Yes	Elect Director Dean M. Flatt	For	For	Withhold	Withhold	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	3	Yes	Elect Director S. Marce Fuller	For	For	Withhold	Withhold	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	4	Yes	Elect Director Bruce D. Hoechner	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	5	Yes	Elect Director Glenda J. Minor	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	6	Yes	Elect Director Anthony J. Moraco	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	7	Yes	Elect Director William F. Moran	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	8	Yes	Elect Director Robert J. Rivet	For	For	Withhold	Withhold	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	9	Yes	Elect Director Peter C. Wallace	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	10	Yes	Elect Director Larry D. Wyche	For	For	For	For	WITHHOLD votes for S. Marce Fuller, Dean Flatt, and Robert Rivet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Curtiss-Wright Corporation	05/04/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Curtiss-Wright Corporation	05/04/2023	Management	12	Yes	Amend Executive Incentive Bonus Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan's individual award limit is excessive. * The Compensation Committee administering the plan is not composed entirely of independent directors.

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Curtiss-Wright Corporation	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Although a concern is noted, a vote AGAINST this proposal is warranted because: * The company provided an excessive financial planning perquisite to the CEO; * The company's change-in-control agreements with certain executives contain an auto-accelerated equity vesting provision; and * There is a lack of full disclosure of STI and LTI metrics and goals.
Curtiss-Wright Corporation	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CVS Health Corporation	05/18/2023	Management	1	Yes	Elect Director Fernando Aguirre	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	2	Yes	Elect Director Jeffrey R. Balser	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	3	Yes	Elect Director C. David Brown, II	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	4	Yes	Elect Director Alecia A. DeCoudreaux	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	5	Yes	Elect Director Nancy-Ann M. DeParle	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	6	Yes	Elect Director Roger N. Farah	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	7	Yes	Elect Director Anne M. Finucane	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	8	Yes	Elect Director Edward J. Ludwig	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	9	Yes	Elect Director Karen S. Lynch	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	10	Yes	Elect Director Jean-Pierre Millon	For	For	Against	Against	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	11	Yes	Elect Director Mary L. Schapiro	For	For	For	For	Votes AGAINST C. David Brown II, Anne Finucane, and Jean-Pierre Millon are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CVS Health Corporation	05/18/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
CVS Health Corporation	05/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and auto-related perquisites to the CEO.

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CVS Health Corporation	05/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CVS Health Corporation	05/18/2023	Shareholder	15	Yes	Adopt a Paid Sick Leave Policy	Against	Against	For	For	A vote FOR this resolution is warranted as it would provide shareholders with greater assurance that the company's workforce has reasonable access to sick leave, which would provide consistent expectations as concerns regarding societal health are on the rise. Additionally, the implementation of this proposal would allow shareholders to better assess whether the company is adhering to its stated commitment to colleague health and its management of related risks.
CVS Health Corporation	05/18/2023	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
CVS Health Corporation	05/18/2023	Shareholder	17	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that CVS discloses detailed requirements and procedures that directors must follow in order to join another private or public board, and there are no concerns with overboarding at CVS.
CVS Health Corporation	05/18/2023	Shareholder	18	Yes	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
CVS Health Corporation	05/18/2023	Shareholder	19	Yes	Adopt Policy Prohibiting Directors from Simultaneously Sitting on the Board of Directors of Any Other Company	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that CVS discloses detailed requirements and procedures that directors must follow in order to join another private or public board, and there are no concerns with overboarding at CVS.
Danaher Corporation	05/09/2023	Management	1	Yes	Elect Director Rainer M. Blair	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	2	Yes	Elect Director Feroz Dewan	For	For	For	For	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Danaher Corporation	05/09/2023	Management	3	Yes	Elect Director Linda Filler	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	4	Yes	Elect Director Teri List	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	5	Yes	Elect Director Walter G. Lohr, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	6	Yes	Elect Director Jessica L. Mega	For	For	For	For	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Danaher Corporation	05/09/2023	Management	7	Yes	Elect Director Mitchell P. Rales	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	8	Yes	Elect Director Steven M. Rales	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	9	Yes	Elect Director Pardis C. Sabeti	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	10	Yes	Elect Director A. Shane Sanders	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Danaher Corporation	05/09/2023	Management	11	Yes	Elect Director John T. Schwieters	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	12	Yes	Elect Director Alan G. Spoon	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	13	Yes	Elect Director Raymond C. Stevens	For	Against	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	14	Yes	Elect Director Elias A. Zerhouni	For	For	Against	Against	Votes AGAINST non-independent nominees Steven Rales, Rainer Blair, Linda Filler, Teri List, Walter Lohr Jr., Mitchell Rales, Pardis Sabeti, John Schwieters, Alan Spoon and Elias Zerhouni are warranted for lack of a majority independent board. Votes AGAINST Linda Filler, Teri List, Walter Lohr Jr., John Schwieters, Alan Spoon and Elias Zerhouni are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Teri List, A. Shane Sanders, John Schwieters and Raymond Stevens are warranted for a failure to sufficiently address problematic pledging activity, which represents a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Danaher Corporation	05/09/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Danaher Corporation	05/09/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial goals and half of the targeted long-term incentives are performance-based and utilize a multi-year performance period.
Danaher Corporation	05/09/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Danaher Corporation	05/09/2023	Shareholder	18	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Danaher Corporation	05/09/2023	Shareholder	19	Yes	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	Against	For	For	A vote FOR this proposal is warranted, as reporting quantitative, comparable diversity data would allow shareholders to better assess the effectiveness of the company's diversity, equity, and inclusion efforts and management of related risks.
Darling Ingredients Inc.	05/09/2023	Management	1	Yes	Elect Director Randall C. Stuewe	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	2	Yes	Elect Director Charles Adair	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	3	Yes	Elect Director Beth Albright	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	4	Yes	Elect Director Larry A. Barden	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	5	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	6	Yes	Elect Director Linda Goodspeed	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	7	Yes	Elect Director Enderson Guimaraes	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	8	Yes	Elect Director Gary W. Mize	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	9	Yes	Elect Director Michael E. Rescoe	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	10	Yes	Elect Director Kurt Stoffel	For	For	For	For	A vote FOR the director nominees is warranted.
Darling Ingredients Inc.	05/09/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Darling Ingredients Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Darling Ingredients Inc.	05/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Datadog, Inc.	06/08/2023	Management	1	Yes	Elect Director Olivier Pomel	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Dev Ittycheria and Shardul Shah given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. Votes FOR Oliver Pomel are warranted.
Datadog, Inc.	06/08/2023	Management	2	Yes	Elect Director Dev Ittycheria	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Dev Ittycheria and Shardul Shah given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. Votes FOR Oliver Pomel are warranted.
Datadog, Inc.	06/08/2023	Management	3	Yes	Elect Director Shardul Shah	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Dev Ittycheria and Shardul Shah given the board's failure to remove, or subject to a reasonable sunset requirement, the multi-class capital structure, the supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. Votes FOR Oliver Pomel are warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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Datadog, Inc.	06/08/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Datadog, Inc.	06/08/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DaVita Inc.	06/06/2023	Management	1	Yes	Elect Director Pamela M. Arway	For	For	Against	Against	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	2	Yes	Elect Director Charles G. Berg	For	For	For	For	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	3	Yes	Elect Director Barbara J. Desoer	For	For	For	For	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	4	Yes	Elect Director Jason M. Hollar	For	For	For	For	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	5	Yes	Elect Director Gregory J. Moore	For	For	For	For	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	6	Yes	Elect Director John M. Nehra	For	For	Against	Against	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	7	Yes	Elect Director Javier J. Rodriguez	For	For	For	For	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	8	Yes	Elect Director Adam H. Schechter	For	For	For	For	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	9	Yes	Elect Director Phyllis R. Yale	For	For	For	For	Votes AGAINST Pamela Arway and John Nehra are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DaVita Inc.	06/06/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DaVita Inc.	06/06/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
DaVita Inc.	06/06/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DaVita Inc.	06/06/2023	Management	13	Yes	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Deere & Company	02/22/2023	Management	1	Yes	Elect Director Leanne G. Caret	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	2	Yes	Elect Director Tamra A. Erwin	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Deere & Company	02/22/2023	Management	3	Yes	Elect Director Alan C. Heuberger	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	4	Yes	Elect Director Charles O. Holliday, Jr.	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	5	Yes	Elect Director Michael O. Johanns	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	6	Yes	Elect Director Clayton M. Jones	For	For	Against	Against	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	7	Yes	Elect Director John C. May	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	8	Yes	Elect Director Gregory R. Page	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	9	Yes	Elect Director Sherry M. Smith	For	For	Against	Against	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	10	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	11	Yes	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Clayton Jones and Sherry Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Deere & Company	02/22/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The company's STI program continues to be primarily based on objective metrics. The performance-based portion of the LTI program (LTIC and PSUs) appeared to be less than majority of the entire LTI plan for the year in review, though they rely on multiyear performance periods with pre-set goals.
Deere & Company	02/22/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Deere & Company	02/22/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deere & Company	02/22/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms, the proposal applies only to future severance arrangements, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dell Technologies Inc.	06/20/2023	Management	1	Yes	Elect Director Michael S. Dell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dell Technologies Inc.	06/20/2023	Management	2	Yes	Elect Director David W. Dorman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dell Technologies Inc.	06/20/2023	Management	3	Yes	Elect Director Egon Durban	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dell Technologies Inc.	06/20/2023	Management	4	Yes	Elect Director David Grain	For	For	For	For	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dell Technologies Inc.	06/20/2023	Management	5	Yes	Elect Director William D. Green	For	For	For	For	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dell Technologies Inc.	06/20/2023	Management	6	Yes	Elect Director Simon Patterson	For	For	For	For	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Dell Technologies Inc.	06/20/2023	Management	7	Yes	Elect Director Lynn Vojvodich Radakovich	For	For	For	For	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dell Technologies Inc.	06/20/2023	Management	8	Yes	Elect Director Ellen J. Kullman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Egon Durban for serving as a director on more than four public company boards. WITHHOLD votes are warranted for Michael Dell as his ownership of the supervoting shares provides him with voting power control of the company. WITHHOLD votes are warranted for Governance Committee members Ellen Kullman and David Dorman for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dell Technologies Inc.	06/20/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dell Technologies Inc.	06/20/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Dell Technologies Inc.	06/20/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dell Technologies Inc.	06/20/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans to exercise awards.
Delta Air Lines, Inc.	06/15/2023	Management	1	Yes	Elect Director Edward H. Bastian	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	2	Yes	Elect Director Greg Creed	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	3	Yes	Elect Director David G. DeWalt	For	For	Against	Against	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	4	Yes	Elect Director William H. Easter, III	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	5	Yes	Elect Director Leslie D. Hale	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	6	Yes	Elect Director Christopher A. Hazleton	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	7	Yes	Elect Director Michael P. Huerta	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Delta Air Lines, Inc.	06/15/2023	Management	8	Yes	Elect Director Jeanne P. Jackson	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	9	Yes	Elect Director George N. Mattson	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	10	Yes	Elect Director Vasant M. Prabhu	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	11	Yes	Elect Director Sergio A. L. Rial	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	12	Yes	Elect Director David S. Taylor	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	13	Yes	Elect Director Kathy N. Waller	For	For	For	For	Votes AGAINST David (Dave) DeWalt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Delta Air Lines, Inc.	06/15/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.
Delta Air Lines, Inc.	06/15/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Delta Air Lines, Inc.	06/15/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Delta Air Lines, Inc.	06/15/2023	Shareholder	17	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Delta Air Lines, Inc.	06/15/2023	Shareholder	18	Yes	Adopt and Disclose a Freedom of Association and Collective Bargaining Policy	Against	For	For	For	A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks.
DENTSPLY SIRONA Inc.	05/24/2023	Management	1	Yes	Elect Director Eric K. Brandt	For	For	Against	Against	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	2	Yes	Elect Director Simon D. Campion	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	3	Yes	Elect Director Willie A. Deese	For	For	Against	Against	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	4	Yes	Elect Director Betsy D. Holden	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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DENTSPLY SIRONA Inc.	05/24/2023	Management	5	Yes	Elect Director Clyde R. Hosein	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	6	Yes	Elect Director Harry M. Jansen Kraemer, Jr.	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	7	Yes	Elect Director Gregory T. Lucier	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	8	Yes	Elect Director Jonathan J. Mazelsky	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	9	Yes	Elect Director Leslie F. Varon	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	10	Yes	Elect Director Janet S. Vergis	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	11	Yes	Elect Director Dorothea Wenzel	For	For	For	For	Votes AGAINST Eric Brandt and Willie Deese are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DENTSPLY SIRONA Inc.	05/24/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DENTSPLY SIRONA Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The company granted several entirely time-based one-time equity awards during the year in review, including to the new CEO and it is not clear what percentage of the new CEO's FY23 equity award will be performance-conditioned. Furthermore, the compensation committee used its discretion to increase annual incentive payouts despite below threshold performance, although final payouts were still awarded well below target. Despite these concerns, previous PRSUs awards were not earned as performance was achieved below threshold and CEO pay and company performance are reasonably aligned during the year in review.
DENTSPLY SIRONA Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Devon Energy Corporation	06/07/2023	Management	1	Yes	Elect Director Barbara M. Baumann	For	For	Withhold	Withhold	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	2	Yes	Elect Director John E. Bethancourt	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Devon Energy Corporation	06/07/2023	Management	3	Yes	Elect Director Ann G. Fox	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	4	Yes	Elect Director Gennifer F. Kelly	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	5	Yes	Elect Director Kelt Kindick	For	For	Withhold	Withhold	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	6	Yes	Elect Director John Krenicki, Jr.	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	7	Yes	Elect Director Karl F. Kurz	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	8	Yes	Elect Director Michael N. Mears	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	9	Yes	Elect Director Robert A. Mosbacher, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	10	Yes	Elect Director Richard E. Muncrief	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Devon Energy Corporation	06/07/2023	Management	11	Yes	Elect Director Valerie M. Williams	For	For	For	For	WITHHOLD votes for Barbara Baumann and Kelt Kindick are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. WITHHOLD votes for Robert Mosbacher Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Devon Energy Corporation	06/07/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Devon Energy Corporation	06/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set financial metrics and, in the case of long-term incentives, are measured over a multi-year performance period.
Devon Energy Corporation	06/07/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Devon Energy Corporation	06/07/2023	Management	15	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Devon Energy Corporation	06/07/2023	Management	16	Yes	Amend Certificate of Incorporation to Adopt Limitations on the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Devon Energy Corporation	06/07/2023	Shareholder	17	Yes	Amend Right to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
DexCom, Inc.	05/18/2023	Management	1	Yes	Elect Director Steven R. Altman	For	For	For	For	Votes AGAINST Barbara Kahn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/18/2023	Management	2	Yes	Elect Director Richard A. Collins	For	For	For	For	Votes AGAINST Barbara Kahn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/18/2023	Management	3	Yes	Elect Director Karen Dahut	For	For	For	For	Votes AGAINST Barbara Kahn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/18/2023	Management	4	Yes	Elect Director Mark G. Foletta	For	For	For	For	Votes AGAINST Barbara Kahn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/18/2023	Management	5	Yes	Elect Director Barbara E. Kahn	For	For	Against	Against	Votes AGAINST Barbara Kahn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/18/2023	Management	6	Yes	Elect Director Kyle Malady	For	For	For	For	Votes AGAINST Barbara Kahn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/18/2023	Management	7	Yes	Elect Director Eric J. Topol	For	For	For	For	Votes AGAINST Barbara Kahn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
DexCom, Inc.	05/18/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DexCom, Inc.	05/18/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial goals, and equity awards are half-performance based.
DexCom, Inc.	05/18/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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DexCom, Inc.	05/18/2023	Shareholder	11	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the unadjusted median pay gap statistics that would allow them to assess the company's risks and opportunities pertaining to gender and racial pay equity.
Diamondback Energy, Inc.	06/08/2023	Management	1	Yes	Elect Director Travis D. Stice	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	2	Yes	Elect Director Vincent K. Brooks	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	3	Yes	Elect Director David L. Houston	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	4	Yes	Elect Director Rebecca A. Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	5	Yes	Elect Director Stephanie K. Mains	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	6	Yes	Elect Director Mark L. Plaumann	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	7	Yes	Elect Director Melanie M. Trent	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	8	Yes	Elect Director Frank D. Tsuru	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	9	Yes	Elect Director Steven E. West	For	For	For	For	A vote FOR all director nominees is warranted.
Diamondback Energy, Inc.	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily based on pre-set objective goals, with PSUs utilizing a multi-year performance period. In addition, the PSU payouts are capped at target for negative absolute TSR results.
Diamondback Energy, Inc.	06/08/2023	Management	11	Yes	Eliminate Supermajority Vote Requirement for Amendments of the Charter and Removal of Directors	For	For	For	For	A vote FOR this proposal is warranted given that the elimination of supermajority vote requirements would improve shareholder rights.
Diamondback Energy, Inc.	06/08/2023	Management	12	Yes	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholders' rights.
Diamondback Energy, Inc.	06/08/2023	Management	13	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Diamondback Energy, Inc.	06/08/2023	Management	14	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dick's Sporting Goods, Inc.	06/14/2023	Management	1	Yes	Elect Director Mark J. Barrenechea	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	2	Yes	Elect Director Emanuel Chirico	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Dick's Sporting Goods, Inc.	06/14/2023	Management	3	Yes	Elect Director William J. Colombo	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	4	Yes	Elect Director Anne Fink	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	5	Yes	Elect Director Larry Fitzgerald, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	6	Yes	Elect Director Lauren R. Hobart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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Dick's Sporting Goods, Inc.	06/14/2023	Management	7	Yes	Elect Director Sandeep Mathrani	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	8	Yes	Elect Director Desiree Ralls-Morrison	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	9	Yes	Elect Director Lawrence J. Schorr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	10	Yes	Elect Director Edward W. Stack	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dick's Sporting Goods, Inc.	06/14/2023	Management	11	Yes	Elect Director Larry D. Stone	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Ed) Stack, Lauren Hobart, Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are warranted for lack of a majority independent board. WITHHOLD votes for Lawrence Schorr, Emanuel (Manny) Chirico, William Colombo and Larry Stone are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee members Lawrence Schorr, William Colombo, Larry Fitzgerald Jr., Desiree Ralls-Morrison, and Larry Stone for maintaining a dual-class structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Dick's Sporting Goods, Inc.	06/14/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Dick's Sporting Goods, Inc.	06/14/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dick's Sporting Goods, Inc.	06/14/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dick's Sporting Goods, Inc.	06/14/2023	Management	15	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Additionally, the company is controlled and decisions regarding the company's response to shareholder litigation would be made by a board that lacks accountability.
Digital Realty Trust, Inc.	06/08/2023	Management	1	Yes	Elect Director Alexis Black Bjorlin	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	2	Yes	Elect Director VeraLinn 'Dash' Jamieson	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	3	Yes	Elect Director Kevin J. Kennedy	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	4	Yes	Elect Director William G. LaPerch	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	5	Yes	Elect Director Jean F.H.P. Mandeville	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	6	Yes	Elect Director Afshin Mohebbi	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	7	Yes	Elect Director Mark R. Patterson	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	8	Yes	Elect Director Mary Hogan Preusse	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	9	Yes	Elect Director Andrew P. Power	For	For	For	For	A vote FOR all director nominees is warranted.
Digital Realty Trust, Inc.	06/08/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Digital Realty Trust, Inc.	06/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review, annual incentives were primarily based on pre-set objective targets and a majority of the long-term incentives are performance contingent.
Digital Realty Trust, Inc.	06/08/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Digital Realty Trust, Inc.	06/08/2023	Shareholder	13	Yes	Report on Risks Associated with Use of Concealment Clauses	Against	For	For	For	A vote FOR this proposal is warranted because more information on the impact that the company's use of concealment clauses has on its employees may bring information to light that could result in improved employee recruitment, development and retention.
Digital Realty Trust, Inc.	06/08/2023	Shareholder	14	Yes	Report on Whether Company Policies Reinforce Racism in Company Culture	Against	Against	For	For	A vote FOR this resolution is warranted as a report on racism in corporate culture would benefit shareholders by providing them additional means to assess the effectiveness of the company's diversity and inclusion initiatives.

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Discover Financial Services	05/11/2023	Management	1	Yes	Elect Director Jeffrey S. Aronin	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	2	Yes	Elect Director Mary K. Bush	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	3	Yes	Elect Director Gregory C. Case	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	4	Yes	Elect Director Candace H. Duncan	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	5	Yes	Elect Director Joseph F. Eazor	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	6	Yes	Elect Director Roger C. Hochschild	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	7	Yes	Elect Director Thomas G. Maheras	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	8	Yes	Elect Director John B. Owen	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	9	Yes	Elect Director David L. Rawlinson, II	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	10	Yes	Elect Director Beverley A. Sibbles	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	11	Yes	Elect Director Mark A. Thierer	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	12	Yes	Elect Director Jennifer L. Wong	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Aronin, Mary Bush and Gregory Case are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Discover Financial Services	05/11/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Discover Financial Services	05/11/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Discover Financial Services	05/11/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Discover Financial Services	05/11/2023	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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DISH Network Corporation	04/28/2023	Management	1	Yes	Elect Director Kathleen Q. Abernathy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DISH Network Corporation	04/28/2023	Management	2	Yes	Elect Director George R. Brokaw	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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DISH Network Corporation	04/28/2023	Management	3	Yes	Elect Director Stephen J. Bye	For	For	For	For	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DISH Network Corporation	04/28/2023	Management	4	Yes	Elect Director W. Erik Carlson	For	For	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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DISH Network Corporation	04/28/2023	Management	5	Yes	Elect Director James DeFranco	For	For	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DISH Network Corporation	04/28/2023	Management	6	Yes	Elect Director Cantey M. Ergen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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DISH Network Corporation	04/28/2023	Management	7	Yes	Elect Director Charles W. Ergen	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DISH Network Corporation	04/28/2023	Management	8	Yes	Elect Director Tom A. Ortolf	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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DISH Network Corporation	04/28/2023	Management	9	Yes	Elect Director Joseph T. Proietti	For	For	For	For	WITHHOLD votes are warranted for non-independent nominees Charles Ergen, W. Erik Carlson, James DeFranco, Cantey (Candy) Ergen and Tom Ortolf for lack of a majority independent board. WITHHOLD votes are warranted for Tom Ortolf for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Kathleen Abernathy for lack of diversity on the board. WITHHOLD votes are warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent compensation committee nominees for approving the repricing of outstanding stock options without prior shareholder approval. WITHHOLD votes are also warranted for Kathleen Abernathy, George Brokaw, and Tom Ortolf as incumbent nominating and governance committee nominees, given the problematic capital structure which is not subject to a reasonable sunset provision. WITHHOLD votes are further warranted for directors Charles Ergen and Cantey (Candy) Ergen as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DISH Network Corporation	04/28/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DISH Network Corporation	04/28/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
DISH Network Corporation	04/28/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company repriced outstanding stock options in the past year without prior shareholder approval. Furthermore, concerns remain with respect to the magnitude of the board chair's personal use of company aircraft perquisite and the absence of risk mitigating provisions.
DISH Network Corporation	04/28/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DocuSign, Inc.	05/31/2023	Management	1	Yes	Elect Director James Beer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees James Beer and Cain Hayes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Allan Thygesen is warranted.
DocuSign, Inc.	05/31/2023	Management	2	Yes	Elect Director Cain A. Hayes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees James Beer and Cain Hayes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Allan Thygesen is warranted.
DocuSign, Inc.	05/31/2023	Management	3	Yes	Elect Director Allan Thygesen	For	For	For	For	WITHHOLD votes are warranted for director nominees James Beer and Cain Hayes given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Allan Thygesen is warranted.
DocuSign, Inc.	05/31/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DocuSign, Inc.	05/31/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although a number of positive features are noted in the annual pay program, the company made a number of problematic grants to new executives amid significant executive transition. The new CEO received a large time-vested equity grant upon appointment which merely utilizes a one-year vesting period. The new CEO also received a much larger performance equity grant that, although appears to utilize rigorous performance criteria, is significant in size, contributing to the \$128 million in equity he received in FY23 (Public Fund Advisory Services calculations). Other new NEOs also received significant new-hire awards, though these consist entirely of time-vested equity that also utilize a relatively short vesting period. These other NEOs, on top of new-hire awards, also received retention awards in FY23, to which the proxy provides no disclosure into why retention grants to newly-hired NEOs would be necessary.
Dolby Laboratories, Inc.	02/07/2023	Management	1	Yes	Elect Director Kevin Yeaman	For	For	For	For	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	2	Yes	Elect Director Peter Gotcher	For	Withhold	Withhold	Withhold	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	3	Yes	Elect Director Micheline Chau	For	For	For	For	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	4	Yes	Elect Director David Dolby	For	Withhold	Withhold	Withhold	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dolby Laboratories, Inc.	02/07/2023	Management	5	Yes	Elect Director Tony Prophet	For	Withhold	Withhold	Withhold	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	6	Yes	Elect Director Emily Rollins	For	For	For	For	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	7	Yes	Elect Director Simon Segars	For	Withhold	Withhold	Withhold	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	8	Yes	Elect Director Anjali Sud	For	For	For	For	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	9	Yes	Elect Director Avadis Tevanian, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Peter Gotcher and Avadis (Avie) Tevanian Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Peter Gotcher, Tony Prophet, Simon Segars, and Avadis (Avie) Tevanian Jr. are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for David Dolby are warranted as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Dolby Laboratories, Inc.	02/07/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Dolby Laboratories, Inc.	02/07/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.96 percent is excessive. * The plan allows for company loans to officers for the exercise of stock options. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Dolby Laboratories, Inc.	02/07/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Dolby Laboratories, Inc.	02/07/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dollar General Corporation	05/31/2023	Management	1	Yes	Elect Director Warren F. Bryant	For	For	Against	Against	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	2	Yes	Elect Director Michael M. Calbert	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	3	Yes	Elect Director Ana M. Chadwick	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	4	Yes	Elect Director Patricia D. Fili-Krushel	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	5	Yes	Elect Director Timothy I. McGuire	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	6	Yes	Elect Director Jeffery C. Owen	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	7	Yes	Elect Director Debra A. Sandler	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	8	Yes	Elect Director Ralph E. Santana	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.

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Dollar General Corporation	05/31/2023	Management	9	Yes	Elect Director Todd J. Vasos	For	For	For	For	Votes AGAINST Warren Bryant are warranted for serving as a non-independent member of a key board committee. A vote FOR Debra A. Sandler is warranted, with caution, for partial responsiveness to a majority-supported shareholder proposal. A vote FOR the remaining director nominees is warranted.
Dollar General Corporation	05/31/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are entirely performance-based. In addition, half of the targeted long-term incentive award is performance-based, with half of the performance awards utilizing a multiyear performance period. However, the majority of long-term incentives for the new CEO consists of time-based options due to a promotion award, based on Public Fund Advisory Services valuation, and half of the performance-based LTI utilizes a one-year performance period.
Dollar General Corporation	05/31/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dollar General Corporation	05/31/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dollar General Corporation	05/31/2023	Shareholder	13	Yes	Report on 2025 Cage-Free Egg Goal	Against	For	For	For	A vote FOR this proposal is warranted, as the requested disclosure would help shareholders evaluate the effectiveness of the company's cage-free egg goal and management of any related risks.
Dollar General Corporation	05/31/2023	Shareholder	14	Yes	Amend Right to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The special meeting right may only be utilized by shareholders of record; however, this requirement is not considered a material restriction nor problematic.
Dollar General Corporation	05/31/2023	Shareholder	15	Yes	Oversee and Report a Workplace Health and Safety Audit	Against	For	For	For	A vote FOR this proposal is warranted as the company has been placed on OSHA's 'severe violator' list and an independent audit would help shareholders evaluate the effectiveness of the company's related policies and practices and management of potential risks.
Dollar Tree, Inc.	06/13/2023	Management	1	Yes	Elect Director Richard W. Dreiling	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	2	Yes	Elect Director Cheryl W. Grise	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	3	Yes	Elect Director Daniel J. Heinrich	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	4	Yes	Elect Director Paul C. Hilal	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	5	Yes	Elect Director Edward J. Kelly, III	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	6	Yes	Elect Director Mary A. Laschinger	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	7	Yes	Elect Director Jeffrey G. Naylor	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	8	Yes	Elect Director Winnie Y. Park	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	9	Yes	Elect Director Bertram L. Scott	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	10	Yes	Elect Director Stephanie P. Stahl	For	For	For	For	A vote FOR all director nominees is warranted.
Dollar Tree, Inc.	06/13/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns raised by the size of new Executive Chairman and CEO Dreiling's equity awards, which the company values at \$135.6 million, approximately 11.5 times the median total CEO pay at ISS-selected peers. These concerns are magnified as the award consists entirely of time-based stock options. Additionally, the company provided an excessive personal aircraft use perquisite to the CEO.
Dollar Tree, Inc.	06/13/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dollar Tree, Inc.	06/13/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Dollar Tree, Inc.	06/13/2023	Shareholder	14	Yes	Report on Economic and Social Risks of Compensation and Workforce Practices and Any Impact on Diversified Shareholders	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to further strengthen the company's commitment to global diversity, equity, and inclusion, and also enable shareholders to better assess the risks related to the company's compensation and workforce practices.
Dominion Energy, Inc.	05/10/2023	Management	1	Yes	Elect Director James A. Bennett	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	2	Yes	Elect Director Robert M. Blue	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	3	Yes	Elect Director D. Maybank Hagood	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	4	Yes	Elect Director Ronald W. Jibson	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	5	Yes	Elect Director Mark J. Kington	For	For	Against	Against	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	6	Yes	Elect Director Kristin G. Lovejoy	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	7	Yes	Elect Director Joseph M. Rigby	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	8	Yes	Elect Director Pamela J. Royal	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	9	Yes	Elect Director Robert H. Spilman, Jr.	For	For	Against	Against	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	10	Yes	Elect Director Susan N. Story	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	11	Yes	Elect Director Michael E. Szymanczyk	For	For	For	For	Votes AGAINST Robert Spilman Jr. and Mark Kington are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dominion Energy, Inc.	05/10/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics, and the vast majority of long-term awards are performance-based, utilizing a multi-year measurement period.
Dominion Energy, Inc.	05/10/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dominion Energy, Inc.	05/10/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Dominion Energy, Inc.	05/10/2023	Management	15	Yes	Amend Right to Call Special Meeting	For	For	For	For	The proposed informational requirements are reasonable and consistent with information requirements for director nominees and shareholder proposals at annual meetings. Accordingly, a vote FOR this proposal is warranted.
Dominion Energy, Inc.	05/10/2023	Management	16	Yes	Amend Advance Notice Provisions for Director Nominations	For	For	For	For	A vote FOR this proposal is warranted, as the proposed time frame for submission of director nominations or other proposals is considered reasonable, and consistent with the newly adopted SEC universal proxy rules.
Dominion Energy, Inc.	05/10/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Domino's Pizza, Inc.	04/25/2023	Management	1	Yes	Elect Director David A. Brandon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	2	Yes	Elect Director C. Andrew Ballard	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	3	Yes	Elect Director Andrew B. Balson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	4	Yes	Elect Director Corie S. Barry	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	5	Yes	Elect Director Diana F. Cantor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Domino's Pizza, Inc.	04/25/2023	Management	6	Yes	Elect Director Richard L. Federico	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	7	Yes	Elect Director James A. Goldman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	8	Yes	Elect Director Patricia E. Lopez	For	For	For	For	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	9	Yes	Elect Director Russell J. Weiner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Brandon, Russell Weiner, Andrew Balson, Diana Cantor, Richard Federico and James Goldman are warranted for lack of a majority independent board. WITHHOLD votes for Andrew Balson, Diana Cantor, Richard Federico and James Goldman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Domino's Pizza, Inc.	04/25/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Domino's Pizza, Inc.	04/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount for the CEO's corporate aircraft-related perquisites. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.
Domino's Pizza, Inc.	04/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DoorDash, Inc.	06/20/2023	Management	1	Yes	Elect Director Shona L. Brown	For	Against	Against	Against	A vote AGAINST Governance Committee member Shona Brown is warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and the classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Stanley Tang is warranted as his ownership of supervoting shares and participation in a voting agreement provides him and his co-founders with voting power control of the company. A vote FOR Alfred Lin is warranted.
DoorDash, Inc.	06/20/2023	Management	2	Yes	Elect Director Alfred Lin	For	For	For	For	A vote AGAINST Governance Committee member Shona Brown is warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and the classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Stanley Tang is warranted as his ownership of supervoting shares and participation in a voting agreement provides him and his co-founders with voting power control of the company. A vote FOR Alfred Lin is warranted.

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DoorDash, Inc.	06/20/2023	Management	3	Yes	Elect Director Stanley Tang	For	Against	Against	Against	A vote AGAINST Governance Committee member Shona Brown is warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure and the classified board structure, each of which adversely impacts shareholder rights. A vote AGAINST Stanley Tang is warranted as his ownership of supervoting shares and participation in a voting agreement provides him and his co-founders with voting power control of the company. A vote FOR Alfred Lin is warranted.
DoorDash, Inc.	06/20/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
DoorDash, Inc.	06/20/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
DoubleVerify Holdings, Inc.	06/01/2023	Management	1	Yes	Elect Director R. Davis Noell	For	For	For	For	Votes FOR all director nominees are warranted.
DoubleVerify Holdings, Inc.	06/01/2023	Management	2	Yes	Elect Director Lucy Stamell Dobrin	For	For	For	For	Votes FOR all director nominees are warranted.
DoubleVerify Holdings, Inc.	06/01/2023	Management	3	Yes	Elect Director Teri L. List	For	For	For	For	Votes FOR all director nominees are warranted.
DoubleVerify Holdings, Inc.	06/01/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DoubleVerify Holdings, Inc.	06/01/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Dover Corporation	05/05/2023	Management	1	Yes	Elect Director Deborah L. DeHaas	For	For	For	For	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	2	Yes	Elect Director H. John Gilbertson, Jr.	For	For	For	For	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	3	Yes	Elect Director Kristiane C. Graham	For	For	Against	Against	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	4	Yes	Elect Director Michael F. Johnston	For	For	For	For	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	5	Yes	Elect Director Michael Manley	For	For	For	For	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	6	Yes	Elect Director Eric A. Spiegel	For	For	For	For	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	7	Yes	Elect Director Richard J. Tobin	For	For	For	For	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	8	Yes	Elect Director Stephen M. Todd	For	For	Against	Against	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	9	Yes	Elect Director Keith E. Wandell	For	For	For	For	Votes AGAINST Kristiane Graham and Stephen Todd are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Dover Corporation	05/05/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dover Corporation	05/05/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Dover Corporation	05/05/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Dover Corporation	05/05/2023	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Dow Inc.	04/13/2023	Management	1	Yes	Elect Director Samuel R. Allen	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	2	Yes	Elect Director Gaurdie E. Banister, Jr.	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	3	Yes	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	4	Yes	Elect Director Richard K. Davis	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	5	Yes	Elect Director Jerri DeVard	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	6	Yes	Elect Director Debra L. Dial	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	7	Yes	Elect Director Jeff M. Fettig	For	For	Against	Against	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	8	Yes	Elect Director Jim Fitterling	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	9	Yes	Elect Director Jacqueline C. Hinman	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	10	Yes	Elect Director Luis Alberto Moreno	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	11	Yes	Elect Director Jill S. Wyant	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	12	Yes	Elect Director Daniel W. Yohannes	For	For	For	For	Votes AGAINST Jeff Fettig are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Dow Inc.	04/13/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Dow Inc.	04/13/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dow Inc.	04/13/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.

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Dow Inc.	04/13/2023	Shareholder	16	Yes	Commission Audited Report on Reduced Plastics Demand	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to manage a possible reduction in the demand for virgin plastics and the associated financial repercussions would allow shareholders to better assess the company's related risk management and strategic planning.
DraftKings, Inc.	05/15/2023	Management	1	Yes	Elect Director Jason D. Robins	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	2	Yes	Elect Director Harry Evans Sloan	For	For	For	For	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	3	Yes	Elect Director Matthew Kalish	For	For	For	For	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	4	Yes	Elect Director Paul Liberman	For	For	For	For	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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DraftKings, Inc.	05/15/2023	Management	5	Yes	Elect Director Woodrow H. Levin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	6	Yes	Elect Director Jocelyn Moore	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	7	Yes	Elect Director Ryan R. Moore	For	For	For	For	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	8	Yes	Elect Director Valerie Mosley	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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DraftKings, Inc.	05/15/2023	Management	9	Yes	Elect Director Steven J. Murray	For	For	For	For	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	10	Yes	Elect Director Marni M. Walden	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Woodrow Levin, Jocelyn Moore, Valerie Mosley, and Marni Walden for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Marni Walden, as governance committee chair, given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Jason Robins as his ownership of the supervoting shares provide him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
DraftKings, Inc.	05/15/2023	Management	11	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DraftKings, Inc.	05/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual incentive program is entirely based on objective goals, there are concerns surrounding the lack of disclosed forward-looking goals for sizable retention awards granted to NEOs in FY22. In addition, the annual-cycle equity awards are entirely time based. Further, concerns are also raised with respect to the tax gross-up and excessive personal use of corporate aircraft and personal/home security perquisites provided to the CEO.
Driven Brands Holdings Inc.	05/08/2023	Management	1	Yes	Elect Director Chadwick (Chad) Hume	For	For	For	For	WITHHOLD votes for governance committee chair Peter Swinburn are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing document and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Driven Brands Holdings Inc.	05/08/2023	Management	2	Yes	Elect Director Karen Stroup	For	For	For	For	WITHHOLD votes for governance committee chair Peter Swinburn are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing document and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Driven Brands Holdings Inc.	05/08/2023	Management	3	Yes	Elect Director Peter Swinburn	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee chair Peter Swinburn are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing document and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Driven Brands Holdings Inc.	05/08/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Driven Brands Holdings Inc.	05/08/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Dropbox, Inc.	05/18/2023	Management	1	Yes	Elect Director Andrew W. Houston	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/18/2023	Management	2	Yes	Elect Director Donald W. Blair	For	For	For	For	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/18/2023	Management	3	Yes	Elect Director Lisa Campbell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/18/2023	Management	4	Yes	Elect Director Paul E. Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Dropbox, Inc.	05/18/2023	Management	5	Yes	Elect Director Sara Mathew	For	For	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/18/2023	Management	6	Yes	Elect Director Abhay Parasnis	For	For	For	For	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/18/2023	Management	7	Yes	Elect Director Karen Peacock	For	For	For	For	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/18/2023	Management	8	Yes	Elect Director Michael Seibel	For	For	For	For	WITHHOLD votes are warranted for governance committee members Lisa Campbell and Paul Jacobs given the board's failure to remove, or subject to a reasonable sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents, the pop-up classified board, and the multi-class capital structure, each of which adversely impacts shareholder rights. WITHHOLD votes are warranted for Andrew Houston as his ownership of the supervoting shares provide him with voting power control of the company. WITHHOLD votes for Sara (Siloo) Mathew are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dropbox, Inc.	05/18/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Dropbox, Inc.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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DTE Energy Company	05/04/2023	Management	1	Yes	Elect Director David A. Brandon	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	2	Yes	Elect Director Charles G. McClure, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	3	Yes	Elect Director Gail J. McGovern	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	4	Yes	Elect Director Mark A. Murray	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	5	Yes	Elect Director Gerardo Norcia	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	6	Yes	Elect Director Robert C. Skaggs, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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DTE Energy Company	05/04/2023	Management	7	Yes	Elect Director David A. Thomas	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	8	Yes	Elect Director Gary H. Torgow	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	9	Yes	Elect Director James H. Vandenberghe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	10	Yes	Elect Director Valerie M. Williams	For	For	For	For	WITHHOLD votes for non-independent nominees Gerardo Norcia, Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern, and James Vandenberghe are warranted for lack of a majority independent board. WITHHOLD votes for Mark Murray, David Brandon, Charles (Chip) McClure Jr., Gail McGovern and James Vandenberghe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
DTE Energy Company	05/04/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DTE Energy Company	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. The majority of CEO pay is conditioned on clearly disclosed objective performance metrics and the majority of the CEO's long-term equity grants are conditioned on long-term financial performance goals.
DTE Energy Company	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
DTE Energy Company	05/04/2023	Management	14	Yes	Amend Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as a reduction in the ownership threshold for shareholders to call a special meeting would represent an improvement to the current right.
DTE Energy Company	05/04/2023	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as it would enhance the existing shareholder right to call special meetings. Although the proposal also requests the elimination of a one-year holding period provision, the precatory proposal inherently affords the board flexibility to maintain appropriate safeguards against abuse.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
DTE Energy Company	05/04/2023	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional reporting on the company's lobbying practices and policies, including its direct lobbying payments and support for special interest groups, would benefit shareholders in assessing its management of related risks.
Duke Energy Corporation	05/04/2023	Management	1	Yes	Elect Director Derrick Burks	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	2	Yes	Elect Director Annette K. Clayton	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	3	Yes	Elect Director Theodore F. Craver, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	4	Yes	Elect Director Robert M. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	5	Yes	Elect Director Caroline Dorsa	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	6	Yes	Elect Director W. Roy Dunbar	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	7	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	8	Yes	Elect Director Lynn J. Good	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	9	Yes	Elect Director John T. Herron	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	10	Yes	Elect Director Idalene F. Kesner	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	11	Yes	Elect Director E. Marie McKee	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	12	Yes	Elect Director Michael J. Pacilio	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	13	Yes	Elect Director Thomas E. Skains	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	14	Yes	Elect Director William E. Webster, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Duke Energy Corporation	05/04/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Duke Energy Corporation	05/04/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and a majority of the long-term incentives are performance-based over a multi-year performance period.
Duke Energy Corporation	05/04/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Duke Energy Corporation	05/04/2023	Management	18	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Duke Energy Corporation	05/04/2023	Shareholder	19	Yes	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement would enhance shareholder rights.
Duke Energy Corporation	05/04/2023	Shareholder	20	Yes	Create a Committee to Evaluate Decarbonization Risk	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board framework appears adequate to allow for robust oversight of issues related to corporate sustainability issues and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	1	Yes	Elect Director Ellen R. Alemany	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	2	Yes	Elect Director Douglas K. Ammerman	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	3	Yes	Elect Director Chinh E. Chu	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	4	Yes	Elect Director William P. Foley, II	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	5	Yes	Elect Director Thomas M. Hagerty	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	6	Yes	Elect Director Anthony M. Jabbour	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	7	Yes	Elect Director Keith J. Jackson	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	8	Yes	Elect Director Richard N. Massey	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	9	Yes	Elect Director James A. Quella	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	10	Yes	Elect Director Ganesh B. Rao	For	For	For	For	WITHHOLD votes for Richard (Rick) Massey are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted in light of an unmitigated pay-for-performance misalignment. Although the annual incentive program is sufficiently tied to rigorous objective performance criteria, there are significant concerns with the magnitude and structure of the long-term incentives. Specifically, retention grants to the NEOs were outsized and, in addition the NEOs' annual LTI grants for FY22, significantly elevated pay for four of the five NEOs, including the CEO. Further, although FY22 equity grants were entirely tied to performance conditions, the performance shares utilized a short one year period and the option grant share price hurdle does not require sustained performance.
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DuPont de Nemours, Inc.	05/24/2023	Management	1	Yes	Elect Director Amy G. Brady	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	2	Yes	Elect Director Edward D. Breen	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	3	Yes	Elect Director Ruby R. Chandy	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	4	Yes	Elect Director Terrence R. Curtin	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	5	Yes	Elect Director Alexander M. Cutler	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	6	Yes	Elect Director Eleuthere I. du Pont	For	For	For	For	A vote FOR the director nominees is warranted.

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DuPont de Nemours, Inc.	05/24/2023	Management	7	Yes	Elect Director Kristina M. Johnson	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	8	Yes	Elect Director Luther C. Kissam	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	9	Yes	Elect Director Frederick M. Lowery	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	10	Yes	Elect Director Raymond J. Milchovich	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	11	Yes	Elect Director Deanna M. Mulligan	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	12	Yes	Elect Director Steven M. Sterin	For	For	For	For	A vote FOR the director nominees is warranted.
DuPont de Nemours, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the continued provision of an inordinate amount of personal use of corporate aircraft perquisite to the CEO. Further, the company maintains agreements that contain an excessive severance provision.
DuPont de Nemours, Inc.	05/24/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
DuPont de Nemours, Inc.	05/24/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
East West Bancorp, Inc.	05/23/2023	Management	1	Yes	Elect Director Manuel P. Alvarez	For	For	For	For	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	2	Yes	Elect Director Molly Campbell	For	For	For	For	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	3	Yes	Elect Director Archana Deskus	For	For	For	For	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	4	Yes	Elect Director Serge Dumont	For	For	For	For	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	5	Yes	Elect Director Rudolph I. Estrada	For	For	Against	Against	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	6	Yes	Elect Director Paul H. Irving	For	For	Against	Against	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	7	Yes	Elect Director Sabrina Kay	For	For	For	For	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	8	Yes	Elect Director Jack C. Liu	For	For	Against	Against	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	9	Yes	Elect Director Dominic Ng	For	For	For	For	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
East West Bancorp, Inc.	05/23/2023	Management	10	Yes	Elect Director Lester M. Sussman	For	For	For	For	Votes AGAINST Rudolph Estrada, Paul Irving and Jack Liu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
East West Bancorp, Inc.	05/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
East West Bancorp, Inc.	05/23/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
East West Bancorp, Inc.	05/23/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EastGroup Properties, Inc.	05/25/2023	Management	1	Yes	Elect Director D. Pike Aloian	For	For	Against	Against	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/25/2023	Management	2	Yes	Elect Director H. Eric Bolton, Jr.	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/25/2023	Management	3	Yes	Elect Director Donald F. Colleran	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/25/2023	Management	4	Yes	Elect Director David M. Fields	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/25/2023	Management	5	Yes	Elect Director Marshall A. Loeb	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/25/2023	Management	6	Yes	Elect Director Mary E. McCormick	For	For	Against	Against	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/25/2023	Management	7	Yes	Elect Director Katherine M. Sandstrom	For	For	For	For	Votes AGAINST D. Pike Aloian and Mary McCormick are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EastGroup Properties, Inc.	05/25/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EastGroup Properties, Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
EastGroup Properties, Inc.	05/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EastGroup Properties, Inc.	05/25/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Eastman Chemical Company	05/04/2023	Management	1	Yes	Elect Director Humberto P. Alfonso	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eastman Chemical Company	05/04/2023	Management	2	Yes	Elect Director Brett D. Begemann	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	3	Yes	Elect Director Eric L. Butler	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	4	Yes	Elect Director Mark J. Costa	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	5	Yes	Elect Director Edward L. Doheny, II	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	6	Yes	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	7	Yes	Elect Director Julie F. Holder	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	8	Yes	Elect Director Renee J. Hornbaker	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eastman Chemical Company	05/04/2023	Management	9	Yes	Elect Director Kim Ann Mink	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	10	Yes	Elect Director James J. O'Brien	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	11	Yes	Elect Director David W. Raisbeck	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	12	Yes	Elect Director Charles K. Stevens, III	For	For	For	For	Votes AGAINST non-independent nominees Mark Costa, David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are warranted for lack of a majority independent board. Votes AGAINST David Raisbeck, Humberto (Bert) Alfonso, Brett Begemann, Julie Holder and Renee Hornbaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eastman Chemical Company	05/04/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-audit consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Eastman Chemical Company	05/04/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Eastman Chemical Company	05/04/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eastman Chemical Company	05/04/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Eaton Corporation plc	04/26/2023	Management	1	Yes	Elect Director Craig Arnold	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	2	Yes	Elect Director Olivier Leonetti	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eaton Corporation plc	04/26/2023	Management	3	Yes	Elect Director Silvio Napoli	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	4	Yes	Elect Director Gregory R. Page	For	For	Against	Against	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	5	Yes	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	6	Yes	Elect Director Robert V. Pragada	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	7	Yes	Elect Director Lori J. Ryerkerk	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	8	Yes	Elect Director Gerald B. Smith	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	9	Yes	Elect Director Dorothy C. Thompson	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	10	Yes	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST Gregory Page are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Eaton Corporation plc	04/26/2023	Management	11	Yes	Approve Ernst & Young as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eaton Corporation plc	04/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Despite some adjustments to the annual incentive payouts, these awards were earned below target and half of the company's long-term equity grants remain based on objective long-term company performance.
Eaton Corporation plc	04/26/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eaton Corporation plc	04/26/2023	Management	14	Yes	Authorize Issue of Equity with Pre-emptive Rights	For	For	Against	Against	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Eaton Corporation plc	04/26/2023	Management	15	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Eaton Corporation plc	04/26/2023	Management	16	Yes	Authorize Share Repurchase of Issued Share Capital	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount and duration are reasonable. Further, the board is using share buybacks to return value to shareholders and all shareholders may participate on equal terms.
eBay, Inc.	06/21/2023	Management	1	Yes	Elect Director Adriane M. Brown	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	2	Yes	Elect Director Aparna Chennapragada	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	3	Yes	Elect Director Logan D. Green	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	4	Yes	Elect Director E. Carol Hayles	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	5	Yes	Elect Director Jamie Iannone	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	6	Yes	Elect Director Shripriya Mahesh	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	7	Yes	Elect Director Paul S. Pressler	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	8	Yes	Elect Director Mohak Shroff	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	9	Yes	Elect Director Perry M. Traquina	For	For	For	For	A vote FOR all director nominees is warranted.
eBay, Inc.	06/21/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
eBay, Inc.	06/21/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
eBay, Inc.	06/21/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
eBay, Inc.	06/21/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive.
eBay, Inc.	06/21/2023	Management	14	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
eBay, Inc.	06/21/2023	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 10%	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Ecolab Inc.	05/04/2023	Management	1	Yes	Elect Director Shari L. Ballard	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	2	Yes	Elect Director Barbara J. Beck	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	3	Yes	Elect Director Christophe Beck	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	4	Yes	Elect Director Jeffrey M. Ettinger	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	5	Yes	Elect Director Eric M. Green	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	6	Yes	Elect Director Arthur J. Higgins	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ecolab Inc.	05/04/2023	Management	7	Yes	Elect Director Michael Larson	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	8	Yes	Elect Director David W. MacLennan	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	9	Yes	Elect Director Tracy B. McKibben	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	10	Yes	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	11	Yes	Elect Director Victoria J. Reich	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	12	Yes	Elect Director Suzanne M. Vautrinot	For	For	For	For	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	13	Yes	Elect Director John J. Zillmer	For	For	Against	Against	Votes AGAINST Barbara Beck, Arthur Higgins, Victoria Reich and John Zillmer are warranted for serving as non-independent members of a key board committee. Votes AGAINST John Zillmer are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ecolab Inc.	05/04/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ecolab Inc.	05/04/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ecolab Inc.	05/04/2023	Management	16	Yes	Amend Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * the purchase price and share reserve are reasonable; * the plan is broad-based; and * there are limits on employee contributions.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ecolab Inc.	05/04/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite not receiving an annual incentive payout, a pay-for-performance misalignment was identified, largely because of an increase in the CEO's equity award value. Equity grants remained majority time-based, per Public Fund Advisory Services' valuation, and the CEO received a larger grant, both as a dollar value and as a number of shares/options, than in the prior year. Lastly, the committee made a sizable, time-based stock grant to another NEO for the second consecutive year.
Ecolab Inc.	05/04/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ecolab Inc.	05/04/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Edison International	04/27/2023	Management	1	Yes	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	2	Yes	Elect Director Michael C. Camunez	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	3	Yes	Elect Director Vanessa C.L. Chang	For	For	Against	Against	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	4	Yes	Elect Director James T. Morris	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	5	Yes	Elect Director Timothy T. O'Toole	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	6	Yes	Elect Director Pedro J. Pizarro	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	7	Yes	Elect Director Marcy L. Reed	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	8	Yes	Elect Director Carey A. Smith	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	9	Yes	Elect Director Linda G. Stuntz	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Edison International	04/27/2023	Management	10	Yes	Elect Director Peter J. Taylor	For	For	Against	Against	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	11	Yes	Elect Director Keith Trent	For	For	For	For	Votes AGAINST Peter Taylor and Chee Ling (Vanessa) Chang are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Edison International	04/27/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edison International	04/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Edison International	04/27/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay declined year-over-year and the committee incorporated additional performance equity into the program, bringing total LTI grants to half performance-based shares. While certain goal rigor concerns remain, including a relative TSR metric targeting merely median performance, vesting outcomes were reasonable for the year in review. Short-term incentives were based on a primarily objective scorecard, although investors would benefit from additional disclosure of threshold and maximum goals for most metrics.
Edwards Lifesciences Corporation	05/11/2023	Management	1	Yes	Elect Director Kieran T. Gallahue	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	2	Yes	Elect Director Leslie S. Heisz	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	3	Yes	Elect Director Paul A. LaViolette	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	4	Yes	Elect Director Steven R. Loranger	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	5	Yes	Elect Director Martha H. Marsh	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	6	Yes	Elect Director Michael A. Mussallem	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	7	Yes	Elect Director Ramona Sequeira	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	8	Yes	Elect Director Nicholas J. Valeriani	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	9	Yes	Elect Director Bernard J. Zovighian	For	For	For	For	A vote FOR the director nominees is warranted.
Edwards Lifesciences Corporation	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and performance are reasonably aligned. While some concerns remain regarding regular annual equity grant practices, annual incentives returned to being predominantly based on pre-set objective metrics.
Edwards Lifesciences Corporation	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Edwards Lifesciences Corporation	05/11/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Edwards Lifesciences Corporation	05/11/2023	Management	13	Yes	Amend Certificate of Incorporation to Provide for Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Edwards Lifesciences Corporation	05/11/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Elanco Animal Health Incorporated	05/18/2023	Management	1	Yes	Elect Director Michael J. Harrington	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	2	Yes	Elect Director R. David Hoover	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	3	Yes	Elect Director Deborah T. Kochevar	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	4	Yes	Elect Director Kirk P. McDonald	For	Against	Against	Against	A vote AGAINST all director nominees is warranted for failing to adequately respond to the lack of majority support for directors Kapila Anand and Lawrence Kurzius at the 2022 annual meeting. A vote AGAINST for governance committee members R. David Hoover and Deborah Kochevar is also warranted for a material governance failure. The company's governing documents do not permit shareholders to amend the bylaws. A vote AGAINST governance committee chair R. David Hoover is further warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impact shareholder rights.
Elanco Animal Health Incorporated	05/18/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Elanco Animal Health Incorporated	05/18/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Elanco Animal Health Incorporated	05/18/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Elanco Animal Health Incorporated	05/18/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Element Solutions Inc	06/06/2023	Management	1	Yes	Elect Director Martin E. Franklin	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	2	Yes	Elect Director Benjamin Gliklich	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	3	Yes	Elect Director Ian G.H. Ashken	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	4	Yes	Elect Director Elyse Napoli Filon	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	5	Yes	Elect Director Christopher T. Fraser	For	Against	Against	Against	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	6	Yes	Elect Director Michael F. Goss	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	7	Yes	Elect Director Nichelle Maynard-Elliott	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	8	Yes	Elect Director E. Stanley O'Neal	For	For	For	For	A vote AGAINST compensation committee chair Christopher Fraser is warranted due to consecutive years of high director pay to the company's chairman, without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Element Solutions Inc	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual and long-term incentives are predominantly based on pre-set, objective performance metrics, the committee made discretionary adjustments to allow for annual incentive payouts that otherwise would have been forfeited. Additionally, the committee granted an additional special equity award upon the vesting of the special award granted in FY19. Investors generally expect for special awards to be used sparingly, and the magnitude of the CEO's special award in FY22 was excessive. In addition, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives, Equity awards allow for auto-accelerated vesting upon a change-in-control event, and excessive differentials between CEO pay and the pay of other named executive officers at the firm.
Element Solutions Inc	06/06/2023	Management	10	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Element Solutions Inc	06/06/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Elevance Health, Inc.	05/10/2023	Management	1	Yes	Elect Director Gail K. Boudreaux	For	For	For	For	Votes AGAINST Robert Dixon Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Elevance Health, Inc.	05/10/2023	Management	2	Yes	Elect Director R. Kerry Clark	For	For	For	For	Votes AGAINST Robert Dixon Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Elevance Health, Inc.	05/10/2023	Management	3	Yes	Elect Director Robert L. Dixon, Jr.	For	For	Against	Against	Votes AGAINST Robert Dixon Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Elevance Health, Inc.	05/10/2023	Management	4	Yes	Elect Director Deanna D. Strable	For	For	For	For	Votes AGAINST Robert Dixon Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Elevance Health, Inc.	05/10/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned, and the majority of CEO pay is conditioned on objective financial performance metrics.
Elevance Health, Inc.	05/10/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Elevance Health, Inc.	05/10/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Elevance Health, Inc.	05/10/2023	Shareholder	8	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 20 percent to 10 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.
Elevance Health, Inc.	05/10/2023	Shareholder	9	Yes	Annually Report Third Party Political Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as it should be the ultimate decision of the Board to oversee and manage any potential risks related to the company's third-party memberships.
Eli Lilly and Company	05/01/2023	Management	1	Yes	Elect Director William G. Kaelin, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Eli Lilly and Company	05/01/2023	Management	2	Yes	Elect Director David A. Ricks	For	For	For	For	A vote FOR the director nominees is warranted.
Eli Lilly and Company	05/01/2023	Management	3	Yes	Elect Director Marschall S. Runge	For	For	For	For	A vote FOR the director nominees is warranted.
Eli Lilly and Company	05/01/2023	Management	4	Yes	Elect Director Karen Walker	For	For	For	For	A vote FOR the director nominees is warranted.
Eli Lilly and Company	05/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns remain regarding relative TSR awards that target median performance with no payout cap if absolute TSR is negative. However, equity awards were entirely performance-conditioned with multi-year performance periods and annual incentives were based on pre-set objective metrics.
Eli Lilly and Company	05/01/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eli Lilly and Company	05/01/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eli Lilly and Company	05/01/2023	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Eli Lilly and Company	05/01/2023	Management	9	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted. Eliminating the 80 percent supermajority voting requirements will enable shareholders to have a more meaningful voice in various governance matters that impact their rights, thus enhancing the company's corporate governance structure. Further, by resubmitting this proposal after it failed to pass in prior years, the company is demonstrating a commitment to shareholders' interests.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eli Lilly and Company	05/01/2023	Shareholder	10	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Eli Lilly and Company	05/01/2023	Shareholder	11	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Eli Lilly and Company	05/01/2023	Shareholder	12	Yes	Report on Impact of Extended Patent Exclusivities on Product Access	Against	Against	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to potential anticompetitive practices.
Eli Lilly and Company	05/01/2023	Shareholder	13	Yes	Report on Risks of Supporting Abortion	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as, on balance, the risks stemming from issuing the requested report appear to be greater than the risks to the company associated with its current disclosure and practices.
Eli Lilly and Company	05/01/2023	Shareholder	14	Yes	Publish Third-Party Review of Alignment of Company's Lobbying Activities with its Public Statements	Against	For	For	For	A vote FOR this proposal is warranted, as more comprehensive information comparing Eli Lilly's public policy statements and lobbying efforts would benefit shareholders in assessing its management of related risks.
Eli Lilly and Company	05/01/2023	Shareholder	15	Yes	Report on Effectiveness of Diversity, Equity and Inclusion Efforts and Metrics	Against	For	For	For	A vote FOR this proposal is warranted, as reporting quantitative, comparable diversity data would allow shareholders to better assess the effectiveness of Eli Lilly's diversity, equity and inclusion efforts and management of related risks.
Eli Lilly and Company	05/01/2023	Shareholder	16	Yes	Adopt Policy to Require Third-Party Organizations to Annually Report Expenditures for Political Activities	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as it should be the ultimate decision of the board to oversee and manage any potential risks related to the company's trade association memberships, and the company is unable to control the accuracy of these associations' disclosures.
Emerson Electric Co.	02/07/2023	Management	1	Yes	Elect Director Martin S. Craighead	For	For	For	For	Votes AGAINST Matthew (Matt) Levatich are warranted for serving as a non-independent member of a key board committee. A vote FOR Corporate Governance and Nominating Committee member Martin Craighead is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws. A vote FOR Gloria Flach is warranted.
Emerson Electric Co.	02/07/2023	Management	2	Yes	Elect Director Gloria A. Flach	For	For	For	For	Votes AGAINST Matthew (Matt) Levatich are warranted for serving as a non-independent member of a key board committee. A vote FOR Corporate Governance and Nominating Committee member Martin Craighead is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws. A vote FOR Gloria Flach is warranted.
Emerson Electric Co.	02/07/2023	Management	3	Yes	Elect Director Matthew S. Levatich	For	For	Against	Against	Votes AGAINST Matthew (Matt) Levatich are warranted for serving as a non-independent member of a key board committee. A vote FOR Corporate Governance and Nominating Committee member Martin Craighead is warranted, with caution. The company's governing documents continue to prohibit shareholders from amending the bylaws. A vote FOR Gloria Flach is warranted.
Emerson Electric Co.	02/07/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Emerson Electric Co.	02/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are noted about the discretionary nature of the annual incentive awards, pay and performance are reasonably aligned at this time, long-term equity awards are entirely performance-based, and the annual incentives will transition from discretionary to formulaic next year.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Emerson Electric Co.	02/07/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Encompass Health Corporation	05/04/2023	Management	1	Yes	Elect Director Greg D. Carmichael	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	2	Yes	Elect Director John W. Chidsey	For	For	Against	Against	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	3	Yes	Elect Director Donald L. Correll	For	For	Against	Against	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	4	Yes	Elect Director Joan E. Herman	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	5	Yes	Elect Director Leslye G. Katz	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	6	Yes	Elect Director Patricia A. Maryland	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	7	Yes	Elect Director Kevin J. O'Connor	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	8	Yes	Elect Director Christopher R. Reidy	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	9	Yes	Elect Director Nancy M. Schlichting	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Encompass Health Corporation	05/04/2023	Management	10	Yes	Elect Director Mark J. Tarr	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	11	Yes	Elect Director Terrance Williams	For	For	For	For	Votes AGAINST Donald Correll and John Chidsey are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Leslye Katz are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Encompass Health Corporation	05/04/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Encompass Health Corporation	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Encompass Health Corporation	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Enhabit, Inc.	06/28/2023	Management	1	Yes	Elect Director Jeffrey W. Bolton	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	2	Yes	Elect Director Tina L. Brown-Stevenson	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	3	Yes	Elect Director Yvonne M. Curl	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	4	Yes	Elect Director Charles M. Elson	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	5	Yes	Elect Director Leo I. Higdon, Jr.	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	6	Yes	Elect Director Erin P. Hoeflinger	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	7	Yes	Elect Director Barbara A. Jacobsmeyer	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	8	Yes	Elect Director Susan A. La Monica	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	9	Yes	Elect Director John E. Maupin, Jr.	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	10	Yes	Elect Director Stuart M. McGuigan	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	11	Yes	Elect Director Gregory S. Rush	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	12	Yes	Elect Director Barry P. Schochet	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	13	Yes	Elect Director L. Edward Shaw, Jr.	For	For	For	For	Votes FOR all directors are warranted.
Enhabit, Inc.	06/28/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Enhabit, Inc.	06/28/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Enhabit, Inc.	06/28/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Enovis Corporation	05/16/2023	Management	1	Yes	Elect Director Matthew L. Trerotola	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	2	Yes	Elect Director Barbara W. Bodem	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	3	Yes	Elect Director Liam J. Kelly	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	4	Yes	Elect Director Angela S. Lalor	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Enovis Corporation	05/16/2023	Management	5	Yes	Elect Director Philip A. Okala	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	6	Yes	Elect Director Christine Ortiz	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	7	Yes	Elect Director A. Clayton Perfall	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	8	Yes	Elect Director Brady R. Shirley	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	9	Yes	Elect Director Rajiv Vinnakota	For	For	Against	Against	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	10	Yes	Elect Director Sharon Wienbar	For	For	For	For	Votes AGAINST A. Clayton Perfall and Rajiv Vinnakota are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Enovis Corporation	05/16/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Enovis Corporation	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Enovis Corporation	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Enovis Corporation	05/16/2023	Management	14	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and sets limits on employee purchases.
Enphase Energy, Inc.	05/17/2023	Management	1	Yes	Elect Director Jamie Haenggi	For	For	For	For	WITHHOLD votes for non-independent nominee Benjamin (Ben) Kortlang are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enphase Energy, Inc.	05/17/2023	Management	2	Yes	Elect Director Benjamin Kortlang	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Benjamin (Ben) Kortlang are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enphase Energy, Inc.	05/17/2023	Management	3	Yes	Elect Director Richard Mora	For	For	For	For	WITHHOLD votes for non-independent nominee Benjamin (Ben) Kortlang are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Enphase Energy, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness after last year's failed say-on-pay vote, making several positive changes to the incentive programs and improving certain disclosures in the proxy. Additionally, pay and performance are reasonably aligned for the year under review. Some concern exists that a portion of the PSUs continue to utilize a one-year performance period. However, the positive changes to the PSUs for FY23 strengthen the overall pay-for-performance alignment of the program.

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Enphase Energy, Inc.	05/17/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Entegris, Inc.	04/26/2023	Management	1	Yes	Elect Director James R. Anderson	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/26/2023	Management	2	Yes	Elect Director Rodney Clark	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/26/2023	Management	3	Yes	Elect Director James F. Gentilcore	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/26/2023	Management	4	Yes	Elect Director Yvette Kanouff	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/26/2023	Management	5	Yes	Elect Director James P. Lederer	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/26/2023	Management	6	Yes	Elect Director Bertrand Loy	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/26/2023	Management	7	Yes	Elect Director Azita Saleki-Gerhardt	For	For	For	For	A vote FOR the director nominees is warranted.
Entegris, Inc.	04/26/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Entegris, Inc.	04/26/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Entegris, Inc.	04/26/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Entergy Corporation	05/05/2023	Management	1	Yes	Elect Director Gina F. Adams	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	2	Yes	Elect Director John H. Black	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	3	Yes	Elect Director John R. Burbank	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	4	Yes	Elect Director Patrick J. Condon	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	5	Yes	Elect Director Kirkland H. Donald	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	6	Yes	Elect Director Brian W. Ellis	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	7	Yes	Elect Director Philip L. Frederickson	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	8	Yes	Elect Director M. Elise Hyland	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	9	Yes	Elect Director Stuart L. Levenick	For	For	Against	Against	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	10	Yes	Elect Director Blanche Lambert Lincoln	For	For	Against	Against	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	11	Yes	Elect Director Andrew S. Marsh	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Entergy Corporation	05/05/2023	Management	12	Yes	Elect Director Karen A. Puckett	For	For	For	For	Votes AGAINST Stuart Levenick and Blanche Lincoln are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Entergy Corporation	05/05/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Entergy Corporation	05/05/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warrants as pay and performance are reasonably aligned at this time. Annual incentives were predominantly based on objective metrics and performance shares utilize a multi-year measurement period, with recent payouts commensurate with performance.
Entergy Corporation	05/05/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Entergy Corporation	05/05/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Entergy Corporation	05/05/2023	Management	17	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Envista Holdings Corporation	05/23/2023	Management	1	Yes	Elect Director Kieran T. Gallahue	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	2	Yes	Elect Director Barbara Hult	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	3	Yes	Elect Director Amir Aghdaei	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	4	Yes	Elect Director Vivek Jain	For	For	For	For	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	5	Yes	Elect Director Daniel Raskas	For	Withhold	Withhold	Withhold	WITHHOLD votes for Daniel Raskas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Envista Holdings Corporation	05/23/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Envista Holdings Corporation	05/23/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
EOG Resources, Inc.	05/24/2023	Management	1	Yes	Elect Director Janet F. Clark	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	2	Yes	Elect Director Charles R. Crisp	For	For	Against	Against	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	3	Yes	Elect Director Robert P. Daniels	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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EOG Resources, Inc.	05/24/2023	Management	4	Yes	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	5	Yes	Elect Director C. Christopher Gaut	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	6	Yes	Elect Director Michael T. Kerr	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	7	Yes	Elect Director Julie J. Robertson	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	8	Yes	Elect Director Donald F. Textor	For	For	Against	Against	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	9	Yes	Elect Director Ezra Y. Yacob	For	For	For	For	Votes AGAINST Charles (Charlie) Crisp and Donald (Don) Textor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
EOG Resources, Inc.	05/24/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EOG Resources, Inc.	05/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of aggregate perquisites to the CEO, as well as tax gross-ups for the NEOs' travel-related expenses.
EOG Resources, Inc.	05/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EPAM Systems, Inc.	06/02/2023	Management	1	Yes	Elect Director Eugene Roman	For	For	For	For	Votes AGAINST Ronald (Ron) Vargo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPAM Systems, Inc.	06/02/2023	Management	2	Yes	Elect Director Jill B. Smart	For	For	For	For	Votes AGAINST Ronald (Ron) Vargo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPAM Systems, Inc.	06/02/2023	Management	3	Yes	Elect Director Ronald Vargo	For	For	Against	Against	Votes AGAINST Ronald (Ron) Vargo are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPAM Systems, Inc.	06/02/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EPAM Systems, Inc.	06/02/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year under consideration. However, concerns exist regarding the structure of the STI and LTI programs, as annual incentives were determined with committee discretion in FY22, and equity awards remain entirely time-based.
EPR Properties	05/24/2023	Management	1	Yes	Elect Director Peter C. Brown	For	For	Against	Against	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/24/2023	Management	2	Yes	Elect Director John P. Case, III	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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EPR Properties	05/24/2023	Management	3	Yes	Elect Director James B. Connor	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/24/2023	Management	4	Yes	Elect Director Virginia E. Shanks	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/24/2023	Management	5	Yes	Elect Director Gregory K. Silvers	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/24/2023	Management	6	Yes	Elect Director Robin P. Sterneck	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/24/2023	Management	7	Yes	Elect Director Lisa G. Trimberger	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/24/2023	Management	8	Yes	Elect Director Caixia Y. Ziegler	For	For	For	For	Votes AGAINST Peter Brown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
EPR Properties	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual and long-term incentives were primarily based on objective metrics, although some concern is noted about the relative TSR PSUs, which target merely median performance with no disclosed cap on awards in the event of negative TSR. However, PSUs that vested in FY22 were forfeited when goals were unmet. Further, realizable pay outcomes over the most recent three-year period largely mitigate pay-for-performance concerns at this time.
EPR Properties	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EPR Properties	05/24/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
EQT Corporation	04/19/2023	Management	1	Yes	Elect Director Lydia I. Beebe	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	2	Yes	Elect Director Lee M. Canaan	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	3	Yes	Elect Director Janet L. Carrig	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	4	Yes	Elect Director Frank C. Hu	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	5	Yes	Elect Director Kathryn J. Jackson	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	6	Yes	Elect Director John F. McCartney	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	7	Yes	Elect Director James T. McManus, II	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	8	Yes	Elect Director Anita M. Powers	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	9	Yes	Elect Director Daniel J. Rice, IV	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	10	Yes	Elect Director Toby Z. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	11	Yes	Elect Director Hallie A. Vanderhider	For	For	For	For	A vote FOR all director nominees is warranted.
EQT Corporation	04/19/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the period under review. Annual incentives were predominantly based on pre-set financial metrics and long-term incentives were majority performance-based.
EQT Corporation	04/19/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EQT Corporation	04/19/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equifax Inc.	05/04/2023	Management	1	Yes	Elect Director Mark W. Begor	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Equifax Inc.	05/04/2023	Management	2	Yes	Elect Director Mark L. Feidler	For	For	Against	Against	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	3	Yes	Elect Director Karen L. Fichuk	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	4	Yes	Elect Director G. Thomas Hough	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	5	Yes	Elect Director Robert D. Marcus	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	6	Yes	Elect Director Scott A. McGregor	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	7	Yes	Elect Director John A. McKinley	For	For	Against	Against	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	8	Yes	Elect Director Melissa D. Smith	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	9	Yes	Elect Director Audrey Boone Tillman	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	10	Yes	Elect Director Heather H. Wilson	For	For	For	For	Votes AGAINST Mark Feidler and John McKinley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equifax Inc.	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee granted a \$25 million retention award to the CEO during the year in review, resulting in his reported pay more than doubling over the prior year. While the majority of the grant is performance-based, concerns are raised regarding goal rigor and disclosure. The relative TSR performance metric overlaps the annual LTI program, and many investors may not view the median TSR target to be particularly rigorous, especially for a special award. Further, \$5 million of the retention award has no forward-looking performance criteria. Lastly, concerns are raised as the company continues to provide the CEO with excessive corporate aircraft-related and financial/tax planning perquisites.
Equifax Inc.	05/04/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Equifax Inc.	05/04/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equifax Inc.	05/04/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Equifax Inc.	05/04/2023	Shareholder	15	Yes	Oversee and Report a Racial Equity Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Equifax's efforts to address the issue of racial inequality for its stakeholders and its management of related risks.
Equinix, Inc.	05/25/2023	Management	1	Yes	Elect Director Nanci Caldwell	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	2	Yes	Elect Director Adaire Fox-Martin	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	3	No	Elect Director Ron Guerrier - Withdrawn					
Equinix, Inc.	05/25/2023	Management	4	Yes	Elect Director Gary Hromadko	For	For	Against	Against	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	5	Yes	Elect Director Charles Meyers	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	6	Yes	Elect Director Thomas Olinger	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	7	Yes	Elect Director Christopher Paisley	For	For	Against	Against	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	8	Yes	Elect Director Jeetu Patel	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	9	Yes	Elect Director Sandra Rivera	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	10	Yes	Elect Director Fidelma Russo	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	11	Yes	Elect Director Peter Van Camp	For	For	For	For	Votes AGAINST Christopher (Chris) Paisley and Gary Hromadko are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Equinix, Inc.	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily tied to financial performance, with a portion of the performance shares tied to TSR measured over a multi-year performance period. However, there are some concerns regarding the lack of TSR payout cap for negative returns, as well as the fact that the majority of performance-shares are based on the same metrics, goals and one-year performance period as the annual incentives.
Equinix, Inc.	05/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Equinix, Inc.	05/25/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Equinix, Inc.	05/25/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, and the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Equitable Holdings, Inc.	05/24/2023	Management	1	Yes	Elect Director Francis A. Hondal	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	2	Yes	Elect Director Arlene Isaacs-Lowe	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	3	Yes	Elect Director Daniel G. Kaye	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	4	Yes	Elect Director Joan Lamm-Tennant	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	5	Yes	Elect Director Craig MacKay	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	6	Yes	Elect Director Mark Pearson	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	7	Yes	Elect Director Bertram L. Scott	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	8	Yes	Elect Director George Stansfield	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	9	Yes	Elect Director Charles G.T. Stonehill	For	For	For	For	A vote FOR all director nominees is warranted.
Equitable Holdings, Inc.	05/24/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equitable Holdings, Inc.	05/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, considering the excessive automobile-related and financial planning-related perquisites featured in the compensation plan.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	1	Yes	Elect Director Andrew Berkenfield	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	2	Yes	Elect Director Derrick Burks	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity LifeStyle Properties, Inc.	04/25/2023	Management	3	Yes	Elect Director Philip Calian	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	4	Yes	Elect Director David Contis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	5	Yes	Elect Director Constance Freedman	For	For	For	For	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity LifeStyle Properties, Inc.	04/25/2023	Management	6	Yes	Elect Director Thomas Heneghan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	7	Yes	Elect Director Marguerite Nader	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	8	Yes	Elect Director Scott Peppet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

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Equity LifeStyle Properties, Inc.	04/25/2023	Management	9	Yes	Elect Director Sheli Rosenberg	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	10	Yes	Elect Director Samuel Zell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Samuel (Sam) Zell, Marguerite Nader, Philip Calian, David Contis, Thomas (Tom) Heneghan and Sheli Rosenberg are warranted for lack of a majority independent board. WITHHOLD votes for Philip Calian, David Contis and Sheli Rosenberg are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for audit committee members Philip Calian, Derrick Burks, David Contis, and Scott Peppet are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for compensation committee chair David Contis are warranted due to consecutive years of high pay to the company's chairman Samuel Zell without a reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	11	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Equity LifeStyle Properties, Inc.	04/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Equity Residential	06/15/2023	Management	1	Yes	Elect Director Angela M. Aman	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity Residential	06/15/2023	Management	2	Yes	Elect Director Linda Walker Bynoe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	3	Yes	Elect Director Mary Kay Haben	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	4	Yes	Elect Director Tahsinul Zia Huque	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	5	Yes	Elect Director John E. Neal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	6	Yes	Elect Director David J. Neithercut	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Equity Residential	06/15/2023	Management	7	Yes	Elect Director Mark J. Parrell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	8	Yes	Elect Director Mark S. Shapiro	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	9	Yes	Elect Director Stephen E. Sterrett	For	For	For	For	WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	10	No	Elect Director Samuel Zell - Withdrawn					WITHHOLD votes for non-independent nominees David Neithercut, Mark Parrell, Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are warranted for lack of a majority independent board. WITHHOLD votes for Linda Bynoe, Mary Kay Haben, John Neal and Mark Shapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR Corporate Governance Committee member Tahsinul Zia Huque is warranted, with caution, due to restrictions to shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.
Equity Residential	06/15/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Equity Residential	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements with certain executives that provide for modified single-trigger cash severance.
Equity Residential	06/15/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ESAB Corporation	05/11/2023	Management	1	Yes	Elect Director Mitchell P. Rales	For	For	For	For	A vote FOR all director nominees is warranted.
ESAB Corporation	05/11/2023	Management	2	Yes	Elect Director Stephanie M. Phillipps	For	For	For	For	A vote FOR all director nominees is warranted.
ESAB Corporation	05/11/2023	Management	3	Yes	Elect Director Didier Teirlinck	For	For	For	For	A vote FOR all director nominees is warranted.
ESAB Corporation	05/11/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ESAB Corporation	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of personal aircraft use and financial planning perquisites to the CEO.

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ESAB Corporation	05/11/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Essential Utilities, Inc.	05/03/2023	Management	1	Yes	Elect Director Elizabeth B. Amato	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	2	Yes	Elect Director David A. Ciesinski	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	3	Yes	Elect Director Christopher H. Franklin	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	4	Yes	Elect Director Daniel J. Hilferty	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	5	Yes	Elect Director Edwina Kelly	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	6	Yes	Elect Director W. Bryan Lewis	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	7	Yes	Elect Director Ellen T. Ruff	For	For	Withhold	Withhold	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	8	Yes	Elect Director Lee C. Stewart	For	For	For	For	WITHHOLD votes for Ellen Ruff are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essential Utilities, Inc.	05/03/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Essential Utilities, Inc.	05/03/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essential Utilities, Inc.	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Essex Property Trust, Inc.	05/09/2023	Management	1	Yes	Elect Director Keith R. Guericke	For	For	Against	Against	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	2	Yes	Elect Director Maria R. Hawthorne	For	For	For	For	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	3	Yes	Elect Director Amal M. Johnson	For	For	For	For	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Essex Property Trust, Inc.	05/09/2023	Management	4	Yes	Elect Director Mary Kasaris	For	For	For	For	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	5	Yes	Elect Director Angela L. Kleiman	For	For	Against	Against	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	6	Yes	Elect Director Irving F. Lyons, III	For	For	For	For	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	7	Yes	Elect Director George M. Marcus	For	For	Against	Against	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	8	Yes	Elect Director Thomas E. Robinson	For	For	For	For	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	9	Yes	Elect Director Michael J. Schall	For	For	Against	Against	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	10	Yes	Elect Director Byron A. Scordelis	For	For	Against	Against	Votes AGAINST non-independent nominees George Marcus, Angela Kleiman, Keith Guericke, Michael Schall and Byron Scordelis are warranted for lack of a majority independent board. Votes AGAINST Byron Scordelis are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Essex Property Trust, Inc.	05/09/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Essex Property Trust, Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time. Half of the annual incentives are based on objective metrics and the performance equity awards utilize a multi-year measurement period, although there is some concern regarding incomplete goal disclosure for the STI plan and the relative TSR portion of the LTIP, which targets the index.
Essex Property Trust, Inc.	05/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Etsy, Inc.	06/14/2023	Management	1	Yes	Elect Director M. Michele Burns	For	Withhold	Withhold	Withhold	WITHHOLD votes for Fred Wilson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee members Fred Wilson and M. Michele Burns are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Josh Silverman is warranted.
Etsy, Inc.	06/14/2023	Management	2	Yes	Elect Director Josh Silverman	For	For	For	For	WITHHOLD votes for Fred Wilson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee members Fred Wilson and M. Michele Burns are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Josh Silverman is warranted.
Etsy, Inc.	06/14/2023	Management	3	Yes	Elect Director Fred Wilson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Fred Wilson are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent governance committee members Fred Wilson and M. Michele Burns are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Josh Silverman is warranted.
Etsy, Inc.	06/14/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time, and annual incentives are predominantly tied to objective metrics. Beginning in 2022, CEO Silverman is eligible for annual equity grant, half of which is performance-based.
Etsy, Inc.	06/14/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Etsy, Inc.	06/14/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Etsy, Inc.	06/14/2023	Shareholder	7	Yes	Commission Independent Review of Effectiveness of Efforts to Prevent Harassment and Discrimination	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from increased disclosure on the company's harassment and discrimination prevention efforts involving protected classes of employees. An independent review would help shareholders to fully assess how the company is managing associated risks.
Euronet Worldwide, Inc.	05/18/2023	Management	1	Yes	Elect Director Ligia Torres Fentanes	For	For	For	For	WITHHOLD votes for non-independent nominee Andrzej Olechowski are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Ligia Torres Fentanes is warranted.
Euronet Worldwide, Inc.	05/18/2023	Management	2	Yes	Elect Director Andrzej Olechowski	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Andrzej Olechowski are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR Ligia Torres Fentanes is warranted.
Euronet Worldwide, Inc.	05/18/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Euronet Worldwide, Inc.	05/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern surrounding the LTI structure, as a relatively small portion of total equity awards vest based on a true, multi-year performance period. Additionally, the CEO's equity awards increased amid sustained TSR underperformance. However, equity awards are entirely performance-conditioned and forward-looking goals are disclosed. Additionally, the STI program is entirely based on an objective financial metric with a rigorous target and maximum payouts under the program are substantiated by generally strong financial performance in FY22. Continued close monitoring of the LTI program and equity award magnitude is warranted.
Euronet Worldwide, Inc.	05/18/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Evercore Inc.	06/15/2023	Management	1	Yes	Elect Director Roger C. Altman	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	2	Yes	Elect Director Richard I. Beattie	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	3	Yes	Elect Director Pamela G. Carlton	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	4	Yes	Elect Director Ellen V. Futter	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	5	Yes	Elect Director Gail B. Harris	For	For	Against	Against	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	6	Yes	Elect Director Robert B. Millard	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	7	Yes	Elect Director Willard J. Overlock, Jr.	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	8	Yes	Elect Director Simon M. Robertson	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	9	Yes	Elect Director John S. Weinberg	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	10	Yes	Elect Director William J. Wheeler	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	11	Yes	Elect Director Sarah K. Williamson	For	For	For	For	Votes AGAINST Gail Harris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Evercore Inc.	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains change-in-control agreements that contain an excise tax gross-up provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.
Evercore Inc.	06/15/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Everest Re Group, Ltd.	05/17/2023	Management	1	Yes	Elect Director John J. Amore	For	For	For	For	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Everest Re Group, Ltd.	05/17/2023	Management	2	Yes	Elect Director Juan C. Andrade	For	For	For	For	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	3	Yes	Elect Director William F. Galtney, Jr.	For	For	Against	Against	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	4	Yes	Elect Director John A. Graf	For	For	For	For	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	5	Yes	Elect Director Meryl Hartzband	For	For	For	For	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	6	Yes	Elect Director Gerri Losquadro	For	For	For	For	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	7	Yes	Elect Director Hazel McNeillage	For	For	For	For	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	8	Yes	Elect Director Roger M. Singer	For	For	Against	Against	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	9	Yes	Elect Director Joseph V. Taranto	For	For	For	For	Votes AGAINST Roger Singer and William Galtney Jr. are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Everest Re Group, Ltd.	05/17/2023	Management	10	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Everest Re Group, Ltd.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Some concerns exist regarding the heavy weighting of individual performance in the annual incentive program, as well as the annual performance periods used for the majority of performance shares. However, annual incentives continue to be primarily based on a pre-set objective metric, and equity awards are half performance-based with forward-looking targets.
Everest Re Group, Ltd.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Everest Re Group, Ltd.	05/17/2023	Management	13	Yes	Change Company Name to Everest Group, Ltd.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Evergy, Inc.	05/02/2023	Management	1	Yes	Elect Director David A. Campbell	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	2	Yes	Elect Director Thomas D. Hyde	For	For	Against	Against	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	3	Yes	Elect Director B. Anthony Isaac	For	For	Against	Against	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Evergy, Inc.	05/02/2023	Management	4	Yes	Elect Director Paul M. Keglevic	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	5	Yes	Elect Director Mary L. Landrieu	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	6	Yes	Elect Director Sandra A.J. Lawrence	For	For	Against	Against	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	7	Yes	Elect Director Ann D. Murtlow	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	8	Yes	Elect Director Sandra J. Price	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	9	Yes	Elect Director Mark A. Ruelle	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	10	Yes	Elect Director James Scarola	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	11	Yes	Elect Director C. John Wilder	For	For	For	For	Votes AGAINST Thomas Hyde, B. Anthony (Tony) Isaac and Sandra Lawrence are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evergy, Inc.	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based primarily on pre-set financial goals, and long-term incentives were majority performance-based.
Evergy, Inc.	05/02/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Eversource Energy	05/03/2023	Management	1	Yes	Elect Director Cotton M. Cleveland	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	2	Yes	Elect Director Francis A. Doyle	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eversource Energy	05/03/2023	Management	3	Yes	Elect Director Linda Dorcena Forry	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	4	Yes	Elect Director Gregory M. Jones	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	5	Yes	Elect Director Loretta D. Keane	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	6	Yes	Elect Director John Y. Kim	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	7	Yes	Elect Director Kenneth R. Leibler	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	8	Yes	Elect Director David H. Long	For	For	For	For	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Eversource Energy	05/03/2023	Management	9	Yes	Elect Director Joseph R. Nolan, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	10	Yes	Elect Director William C. Van Faasen	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	11	Yes	Elect Director Frederica M. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Joseph (Joe) Nolan Jr., William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are warranted for lack of a majority independent board. Votes AGAINST William Van Faasen, Cotton Cleveland, Francis (Frank) Doyle, Kenneth Leibler and Frederica Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Eversource Energy	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Though relative TSR continued to target median performance with no payout cap if absolute TSR is negative, equity awards were majority performance-conditioned with multi-year performance periods and annual incentives were primarily based on pre-set performance goals.
Eversource Energy	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Eversource Energy	05/03/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Eversource Energy	05/03/2023	Management	15	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Eversource Energy	05/03/2023	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exact Sciences Corporation	06/08/2023	Management	1	Yes	Elect Director D. Scott Coward	For	For	For	For	A vote FOR the director nominees is warranted.
Exact Sciences Corporation	06/08/2023	Management	2	Yes	Elect Director James Doyle	For	For	For	For	A vote FOR the director nominees is warranted.
Exact Sciences Corporation	06/08/2023	Management	3	Yes	Elect Director Freda Lewis-Hall	For	For	For	For	A vote FOR the director nominees is warranted.
Exact Sciences Corporation	06/08/2023	Management	4	Yes	Elect Director Kathleen Sebelius	For	For	For	For	A vote FOR the director nominees is warranted.
Exact Sciences Corporation	06/08/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Exact Sciences Corporation	06/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excessive severance basis and single trigger change-in-control provisions. Equity awards also allow for auto-accelerated vesting upon a change-in-control event. Lastly, the company provided sizable perquisites to the CEO.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Exact Sciences Corporation	06/08/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Exact Sciences Corporation	06/08/2023	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Exact Sciences Corporation	06/08/2023	Management	9	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Exelixis, Inc.	05/31/2023	Management	3	Yes	Elect Management Nominee Director Maria C. Freire	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	4	Yes	Elect Management Nominee Director Alan M. Garber	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	5	Yes	Elect Management Nominee Director Michael M. Morrissey	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	6	Yes	Elect Management Nominee Director Stelios Papadopoulos	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	7	Yes	Elect Management Nominee Director George Poste	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	8	Yes	Elect Management Nominee Director Julie Anne Smith	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	9	No	Elect Management Nominee Director Lance Willsey "Withdrawn Resolution"					DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	10	Yes	Elect Management Nominee Director Jacqueline Wright	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	11	Yes	Elect Management Nominee Director Jack L. Wyszomierski	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	12	Yes	Elect Opposition Nominee Director Tomas J. Heyman	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	13	Yes	Elect Opposition Nominee Director Robert 'Bob' Oliver, Jr.	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	14	Yes	Elect Opposition Nominee Director David E. Johnson	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Exelixis, Inc.	05/31/2023	Shareholder	20	Yes	Elect Opposition Nominee Director Tomas J. Heyman	For	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Shareholder	21	Yes	Elect Opposition Nominee Director David E. Johnson	For	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Shareholder	22	Yes	Elect Opposition Nominee Director Robert 'Bob' Oliver, Jr.	For	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	23	Yes	Elect Management Nominee Director Maria C. Freire	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	24	Yes	Elect Management Nominee Director Alan M. Garber	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.

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Exelixis, Inc.	05/31/2023	Management	25	Yes	Elect Management Nominee Director Michael M. Morrissey	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	26	Yes	Elect Management Nominee Director Stelios Papadopoulos	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	27	Yes	Elect Management Nominee Director George Poste	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	28	Yes	Elect Management Nominee Director Julie Anne Smith	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	29	Yes	Elect Management Nominee Director Jacqueline Wright	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	30	Yes	Elect Management Nominee Director Jack L. Wyszomierski	None	For	For	For	Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	31	No	Elect Management Nominee Director Lance Willsey *Withdrawn Resolution*					Shareholders are recommended to vote FOR the eight incumbent directors and three dissident nominees (no longer being contested by the company) on the dissidents' (White) card.
Exelixis, Inc.	05/31/2023	Management	32	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelixis, Inc.	05/31/2023	Management	33	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Exelixis, Inc.	05/31/2023	Management	34	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Exelon Corporation	04/25/2023	Management	1	Yes	Elect Director Anthony Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	2	Yes	Elect Director W. Paul Bowers	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	3	Yes	Elect Director Calvin G. Butler, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	4	Yes	Elect Director Marjorie Rodgers Cheshire	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	5	Yes	Elect Director Linda Jojo	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	6	Yes	Elect Director Charisse Lillie	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	7	Yes	Elect Director Matthew Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	8	Yes	Elect Director John Young	For	For	For	For	A vote FOR all director nominees is warranted.
Exelon Corporation	04/25/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exelon Corporation	04/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.
Exelon Corporation	04/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Expedia Group, Inc.	05/31/2023	Management	1	Yes	Elect Director Samuel Altman	For	For	For	For	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	2	Yes	Elect Director Beverly Anderson	For	Withhold	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	3	Yes	Elect Director M. Moina Banerjee	For	For	For	For	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Expedia Group, Inc.	05/31/2023	Management	4	Yes	Elect Director Chelsea Clinton	For	Withhold	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	5	Yes	Elect Director Barry Diller	For	Withhold	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	6	Yes	Elect Director Henrique Dubugras	For	For	For	For	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Expedia Group, Inc.	05/31/2023	Management	7	Yes	Elect Director Craig Jacobson	For	Withhold	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	8	Yes	Elect Director Peter Kern	For	For	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	9	Yes	Elect Director Dara Khosrowshahi	For	Withhold	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Expedia Group, Inc.	05/31/2023	Management	10	Yes	Elect Director Patricia Menendez Cambo	For	For	For	For	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	11	Yes	Elect Director Alex von Furstenberg	For	For	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Expedia Group, Inc.	05/31/2023	Management	12	Yes	Elect Director Julie Whalen	For	For	Withhold	Withhold	WITHHOLD votes for both incumbent nominating committee members, Chelsea Clinton and Craig Jacobson, as well as for Clinton, Jacobson, and Beverly Anderson are warranted as members of the compensation committee, for the board's failure to address the issues that led to two directors receiving majority withhold votes at the 2022 annual meeting. WITHHOLD votes for Barry Diller are warranted due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset. WITHHOLD votes for non-independent nominees Barry Diller, Peter Kern, Craig Jacobson, Dara Khosrowshahi, Alexander (Alex) von Furstenberg and Julie Whalen are warranted for lack of a majority independent board. WITHHOLD votes for Craig Jacobson are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Dara Khosrowshahi are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Expedia Group, Inc.	05/31/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A lack of at-risk, performance-based pay elements under the compensation program underscores a pay-for-performance misalignment for the year under review. Specifically, the company does not have a formal annual incentive program and NEOs received only fixed cash compensation for FY22. In addition, of the two NEOs that received performance-based equity awards in FY22, only one of those awards comprised a significant portion of the executive's equity mix. Further, the new CFO received a relatively large sign-on equity grant that lacks any performance conditions. These pay decisions are particularly concerning, given that investors increasingly prefer for a meaningful portion of executive incentive pay to be tied pre-set performance goals.
Expedia Group, Inc.	05/31/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Expedia Group, Inc.	05/31/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The company's three-year average burn rate is excessive.
Expedia Group, Inc.	05/31/2023	Management	16	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Expedia Group, Inc.	05/31/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Extra Space Storage Inc.	05/24/2023	Management	1	Yes	Elect Director Kenneth M. Woolley	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	2	Yes	Elect Director Joseph D. Margolis	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	3	Yes	Elect Director Roger B. Porter	For	For	Against	Against	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	4	Yes	Elect Director Jennifer Blouin	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	5	Yes	Elect Director Joseph J. Bonner	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	6	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	7	Yes	Elect Director Spencer F. Kirk	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	8	Yes	Elect Director Diane Olmstead	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	9	Yes	Elect Director Jefferson S. Shreve	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Extra Space Storage Inc.	05/24/2023	Management	10	Yes	Elect Director Julia Vander Ploeg	For	For	For	For	Votes AGAINST Roger Porter are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Extra Space Storage Inc.	05/24/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Extra Space Storage Inc.	05/24/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted although some concerns exist. The annual incentive plan lacks clear disclosure for the unweighted management goals. Further, there are concerns regarding the vesting rigor of PSUs for median performance which shareholders should continue to monitor. Nevertheless, a majority of the equity awards are performance-conditioned and measured over a multi-year period, and annual incentives are based on pre-set objective goals.
Exxon Mobil Corporation	05/31/2023	Management	1	Yes	Elect Director Michael J. Angelakis	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	2	Yes	Elect Director Susan K. Avery	For	For	Against	Against	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	3	Yes	Elect Director Angela F. Braly	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	4	Yes	Elect Director Gregory J. Goff	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	5	Yes	Elect Director John D. Harris, II	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	6	Yes	Elect Director Kaisa H. Hietala	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	7	Yes	Elect Director Joseph L. Hooley	For	For	Against	Against	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	8	Yes	Elect Director Steven A. Kandarian	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	9	Yes	Elect Director Alexander A. Karsner	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.

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Exxon Mobil Corporation	05/31/2023	Management	10	Yes	Elect Director Lawrence W. Kellner	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	11	Yes	Elect Director Jeffrey W. Ubben	For	For	For	For	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	12	Yes	Elect Director Darren W. Woods	For	For	Against	Against	Votes AGAINST Darren Woods, Joseph Hooley, and Susan Avery are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. A vote FOR the remaining director nominees is warranted.
Exxon Mobil Corporation	05/31/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Exxon Mobil Corporation	05/31/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO Woods' compensation again increased year-over-year, as the company delivered record earnings in 2022. However, concerns remain with the structure of the company's incentive plans. Award values continue to rely heavily on the committee's subjective assessment of performance, although the company provides certain considerations for executive pay decisions in the proxy. In addition, equity awards do not carry forward-looking performance vesting criteria, though awards use long time-vesting periods. Nevertheless, for the year in review, these structural concerns were mitigated by strong financial performance and the alignment between pay and performance for the year in review. However, the program's design and the potential for significant committee discretion warrant continued close monitoring, particularly should pay and performance not remain closely aligned.
Exxon Mobil Corporation	05/31/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Exxon Mobil Corporation	05/31/2023	Shareholder	16	Yes	Establish Board Committee on Decarbonization Risk	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board oversight and risk management framework appears adequate to allow for robust oversight of issues related to climate change and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Exxon Mobil Corporation	05/31/2023	Shareholder	17	Yes	Reduce Executive Stock Holding Period	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Exxon Mobil already maintains long vesting and restriction periods on equity awards, including post-retirement, that go beyond the request made in the proposal.
Exxon Mobil Corporation	05/31/2023	Shareholder	18	Yes	Report on Carbon Capture and Storage	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from increase disclosure regarding the company's carbon capture and storage efforts and would better allow shareholders to assess the company's management of climate-related policies and risks.
Exxon Mobil Corporation	05/31/2023	Shareholder	19	Yes	Report on Methane Emission Disclosure Reliability	Against	For	For	For	A vote FOR this proposal is warranted, as ensuring the accuracy of the board's methane emissions disclosure will permit the company and shareholders alike to appropriately assess risks related to methane emissions.
Exxon Mobil Corporation	05/31/2023	Shareholder	20	Yes	Adopt Medium-Term Scope 3 GHG Reduction Target	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction efforts would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.

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Exxon Mobil Corporation	05/31/2023	Shareholder	21	Yes	Issue a Report on Worst-Case Impacts of Oil Spills from Operations Offshore of Guyana	Against	Against	For	For	A vote FOR this proposal is warranted as the requested report would provide useful information that would allow shareholders to better assess how the company is managing environmental and social risks.
Exxon Mobil Corporation	05/31/2023	Shareholder	22	Yes	Recalculate GHG Emissions Baseline to Exclude Emissions from Material Divestitures	Against	Against	For	For	A vote FOR this proposal is warranted, as increased disclosure regarding the company's emissions with the exclusion of material asset divestitures would allow shareholders to better assess the effectiveness of the company's GHG reduction goals. Such information would allow shareholders to better assess the company's efforts to manage and mitigate potential risks.
Exxon Mobil Corporation	05/31/2023	Shareholder	23	Yes	Report on Asset Retirement Obligations Under IEA NZE Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from additional disclosure in assessing potential impacts that transitioning to a low carbon economy may have on the company's refineries and its operations. Such information would allow shareholders to better assess the company's efforts to manage and mitigate those risks.
Exxon Mobil Corporation	05/31/2023	Shareholder	24	Yes	Commission Audited Report on Reduced Plastics Demand	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.
Exxon Mobil Corporation	05/31/2023	Shareholder	25	Yes	Report on Potential Costs of Environmental Litigation	Against	Against	For	For	A vote FOR this proposal is warranted, as adoption of this resolution would provide shareholders with additional information, allowing them to better assess the company's management and oversight of environment-related litigation risks.
Exxon Mobil Corporation	05/31/2023	Shareholder	26	Yes	Publish a Tax Transparency Report	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
Exxon Mobil Corporation	05/31/2023	Shareholder	27	Yes	Report on Social Impact From Plant Closure or Energy Transition	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from additional disclosure on the potential social impacts of the closure or energy transition of the company's facilities may have on the workers and communities. Such information would allow shareholders to better assess the company's efforts to manage and mitigate those risks.
Exxon Mobil Corporation	05/31/2023	Shareholder	28	No	Report on Benefits and Risks of Commitment to Not Develop Projects in the Arctic *Withdrawn Resolution*					The proponent has withdrawn this proposal. Therefore, it will not be presented or voted upon at the meeting, nor will any votes cast on this item be tabulated or reported. Accordingly, no votes are called for, and the recommendation is "NONE".
F.N.B. Corporation	05/10/2023	Management	1	Yes	Elect Director Pamela A. Bena	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	2	Yes	Elect Director William B. Campbell	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	3	Yes	Elect Director James D. Chiafullo	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	4	Yes	Elect Director Vincent J. Delie, Jr.	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	5	Yes	Elect Director Mary Jo Dively	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
F.N.B. Corporation	05/10/2023	Management	6	Yes	Elect Director David J. Malone	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	7	Yes	Elect Director Frank C. Mencini	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	8	Yes	Elect Director David L. Motley	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	9	Yes	Elect Director Heidi A. Nicholas	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	10	Yes	Elect Director John S. Stanik	For	For	For	For	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	11	Yes	Elect Director William J. Strimbu	For	For	Withhold	Withhold	WITHHOLD votes for William Campbell, David Malone and William (Bill) Strimbu are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
F.N.B. Corporation	05/10/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
F.N.B. Corporation	05/10/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
F.N.B. Corporation	05/10/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
F5, Inc.	03/09/2023	Management	1	Yes	Elect Director Marianne N. Budnik	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	2	Yes	Elect Director Elizabeth L. Buse	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	3	Yes	Elect Director Michael L. Dreyer	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	4	Yes	Elect Director Alan J. Higginson	For	For	Against	Against	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	5	Yes	Elect Director Peter S. Klein	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	6	Yes	Elect Director Francois Locoh-Donou	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	7	Yes	Elect Director Nikhil Mehta	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	8	Yes	Elect Director Michael F. Montoya	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	9	Yes	Elect Director Marie E. Myers	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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F5, Inc.	03/09/2023	Management	10	Yes	Elect Director James M. Phillips	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	11	Yes	Elect Director Sripada Shivananda	For	For	For	For	Votes AGAINST Alan Higginson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
F5, Inc.	03/09/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
F5, Inc.	03/09/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
F5, Inc.	03/09/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
F5, Inc.	03/09/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are identified regarding the long-term incentive plan, pay and performance are reasonably aligned for the year in review.
F5, Inc.	03/09/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fair Isaac Corporation	03/01/2023	Management	1	Yes	Elect Director Braden R. Kelly	For	For	For	For	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	2	Yes	Elect Director Fabiola R. Arredondo	For	For	For	For	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	3	Yes	Elect Director James D. Kirsner	For	For	Against	Against	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	4	Yes	Elect Director William J. Lansing	For	For	For	For	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	5	Yes	Elect Director Eva Manolis	For	For	For	For	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	6	Yes	Elect Director Marc F. McMorris	For	For	For	For	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	7	Yes	Elect Director Joanna Rees	For	For	For	For	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	8	Yes	Elect Director David A. Rey	For	For	Against	Against	Votes AGAINST James Kirsner and David Rey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fair Isaac Corporation	03/01/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to base the majority of its pay on objective financial performance, resulting in an alignment between CEO pay and company performance.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fair Isaac Corporation	03/01/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fair Isaac Corporation	03/01/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastenal Company	04/22/2023	Management	1	Yes	Elect Director Scott A. Satterlee	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	2	Yes	Elect Director Michael J. Ancius	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	3	Yes	Elect Director Stephen L. Eastman	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	4	Yes	Elect Director Daniel L. Florness	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	5	Yes	Elect Director Rita J. Heise	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	6	Yes	Elect Director Hsenghung Sam Hsu	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	7	Yes	Elect Director Daniel L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	8	Yes	Elect Director Nicholas J. Lundquist	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fastenal Company	04/22/2023	Management	9	Yes	Elect Director Sarah N. Nielsen	For	For	For	For	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	10	Yes	Elect Director Reyne K. Wisecup	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Satterlee, Daniel Florness, Michael Ancius, Nicholas (Nick) Lundquist and Reyne Wisecup are warranted for lack of a majority independent board. Votes AGAINST Michael Ancius are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fastenal Company	04/22/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fastenal Company	04/22/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted regarding the lack of performance-based equity, pay and performance are reasonably aligned at this time.
Fastenal Company	04/22/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Federal Realty Investment Trust	05/03/2023	Management	1	Yes	Elect Director David W. Faeder	For	For	Against	Against	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/03/2023	Management	2	Yes	Elect Director Elizabeth I. Holland	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/03/2023	Management	3	Yes	Elect Director Nicole Y. Lamb-Hale	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/03/2023	Management	4	Yes	Elect Director Thomas A. McEachin	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/03/2023	Management	5	Yes	Elect Director Anthony P. Nader, III	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/03/2023	Management	6	Yes	Elect Director Gail P. Steinel	For	For	Against	Against	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/03/2023	Management	7	Yes	Elect Director Donald C. Wood	For	For	For	For	Votes AGAINST David Faeder and Gail Steinel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Federal Realty Investment Trust	05/03/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single-trigger change-in-control provision.
Federal Realty Investment Trust	05/03/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Federal Realty Investment Trust	05/03/2023	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Federal Realty Investment Trust	05/03/2023	Management	11	Yes	Ratify Grant Thornton, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fidelity National Financial, Inc.	06/14/2023	Management	1	Yes	Elect Director William P. Foley, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Foley II, Douglas Ammerman, Thomas Hagerty and Peter Shea Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ammerman and Peter Shea Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards.
Fidelity National Financial, Inc.	06/14/2023	Management	2	Yes	Elect Director Douglas K. Ammerman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Foley II, Douglas Ammerman, Thomas Hagerty and Peter Shea Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ammerman and Peter Shea Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards.
Fidelity National Financial, Inc.	06/14/2023	Management	3	Yes	Elect Director Thomas M. Hagerty	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Foley II, Douglas Ammerman, Thomas Hagerty and Peter Shea Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ammerman and Peter Shea Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards.
Fidelity National Financial, Inc.	06/14/2023	Management	4	Yes	Elect Director Peter O. Shea, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William (Bill) Foley II, Douglas Ammerman, Thomas Hagerty and Peter Shea Jr. are warranted for lack of a majority independent board. WITHHOLD votes for Douglas Ammerman and Peter Shea Jr. are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for William (Bill) Foley II and Thomas Hagerty are warranted for serving as a director on more than four public company boards.
Fidelity National Financial, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Fidelity National Financial, Inc.	06/14/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fidelity National Financial, Inc.	06/14/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Fidelity National Information Services, Inc.	05/24/2023	Management	1	Yes	Elect Director Lee Adrean	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	2	Yes	Elect Director Ellen R. Alemany	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	3	Yes	Elect Director Mark D. Benjamin	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	4	Yes	Elect Director Vijay G. D'Silva	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	5	Yes	Elect Director Stephanie L. Ferris	For	For	For	For	Votes FOR all director nominees are warranted.

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Fidelity National Information Services, Inc.	05/24/2023	Management	6	Yes	Elect Director Jeffrey A. Goldstein	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	7	Yes	Elect Director Lisa A. Hook	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	8	Yes	Elect Director Kenneth T. Lamneck	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	9	Yes	Elect Director Gary L. Lauer	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	10	Yes	Elect Director Louise M. Parent	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	11	Yes	Elect Director Brian T. Shea	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	12	Yes	Elect Director James B. Stallings, Jr.	For	For	For	For	Votes FOR all director nominees are warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote, the company contacted a substantial portion of its shareholders, disclosed specific details of engagement efforts, and made several meaningful changes to the compensation program to address concerns. In addition, annual incentives were entirely determined by pre-set financial metrics and long-term incentives were a majority performance conditioned. While some concern is raised by the FY22 PSUs' annual performance period, this concern is mitigated given the company's shift to a true multi-year performance period in FY23. Further, the newly appointed CEO's target compensation was set below her predecessor's, and below-target pay outcomes under both programs are generally aligned with company's financial and TSR performance. Given the recent CEO transition and significant pay program changes in FY23, continued close monitoring is warranted.
Fidelity National Information Services, Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fidelity National Information Services, Inc.	05/24/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fifth Third Bancorp	04/18/2023	Management	1	Yes	Elect Director Nicholas K. Akins	For	For	For	For	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	2	Yes	Elect Director B. Evan Bayh, III	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Fifth Third Bancorp	04/18/2023	Management	3	Yes	Elect Director Jorge L. Benitez	For	For	For	For	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	4	Yes	Elect Director Katherine B. Blackburn	For	For	For	For	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	5	Yes	Elect Director Emerson L. Brumback	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	6	Yes	Elect Director Linda W. Clement-Holmes	For	For	For	For	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	7	Yes	Elect Director C. Bryan Daniels	For	For	For	For	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	8	Yes	Elect Director Mitchell S. Feiger	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Fifth Third Bancorp	04/18/2023	Management	9	Yes	Elect Director Thomas H. Harvey	For	For	For	For	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	10	Yes	Elect Director Gary R. Heminger	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	11	Yes	Elect Director Eileen A. Mallesch	For	For	For	For	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	12	Yes	Elect Director Michael B. McCallister	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	13	Yes	Elect Director Timothy N. Spence	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	14	Yes	Elect Director Marsha C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Timothy (Tim) Spence, B. Evan Bayh III, Emerson Brumback, Mitchell Feiger, Gary Heminger, Michael McCallister and Marsha Williams are warranted for lack of a majority independent board. Votes AGAINST B. Evan Bayh III, Emerson Brumback, Gary Heminger, Michael McCallister and Marsha Williams are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Fifth Third Bancorp	04/18/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Fifth Third Bancorp	04/18/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and company performance remain reasonably aligned at this time. Additionally, pay outcomes under both the STI and LTI are commensurate with company performance; however, continued monitoring of the pay program is warranted given that concerns remain regarding the structure of both programs.
First American Financial Corporation	05/09/2023	Management	1	Yes	Elect Director Kenneth D. DeGiorgio	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	2	Yes	Elect Director James L. Doti	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	3	Yes	Elect Director Michael D. McKee	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	4	Yes	Elect Director Marsha A. Spence	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth (Ken) DeGiorgio, James Doti, Michael McKee and Marsha Spence are warranted for lack of a majority independent board. Votes AGAINST James Doti and Michael McKee are further warranted for serving as non-independent members of a key board committee.
First American Financial Corporation	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First American Financial Corporation	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First American Financial Corporation	05/09/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
First American Financial Corporation	05/09/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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First Citizens BancShares, Inc.	04/25/2023	Management	1	Yes	Elect Director Ellen R. Alemany	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	2	Yes	Elect Director John M. Alexander, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	3	Yes	Elect Director Victor E. Bell, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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First Citizens BancShares, Inc.	04/25/2023	Management	4	Yes	Elect Director Peter M. Bristow	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	5	Yes	Elect Director Hope H. Bryant	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	6	Yes	Elect Director Michael A. Carpenter	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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First Citizens BancShares, Inc.	04/25/2023	Management	7	Yes	Elect Director H. Lee Durham, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	8	Yes	Elect Director Eugene Flood, Jr.	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	9	Yes	Elect Director Frank B. Holding, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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First Citizens BancShares, Inc.	04/25/2023	Management	10	Yes	Elect Director Robert R. Hoppe	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	11	Yes	Elect Director Floyd L. Keels	For	For	For	For	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	12	Yes	Elect Director Robert E. Mason, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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First Citizens BancShares, Inc.	04/25/2023	Management	13	Yes	Elect Director Robert T. Newcomb	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Frank Holding Jr., Robert Newcomb, Ellen Alemany, John Alexander Jr., Victor Bell III, Peter Bristow, Hope Bryant, H. Lee Durham Jr. and Robert Mason IV are warranted for lack of a majority independent board. WITHHOLD votes for Robert Newcomb, John Alexander Jr., Victor Bell III, H. Lee Durham Jr. and Robert Mason IV are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Audit Committee members Robert Newcomb, John Alexander Jr., Michael Carpenter, H. Lee Durham Jr., and Floyd Keels are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. WITHHOLD votes for Governance Committee members Robert Newcomb, Victor Bell III, H. Lee Durham Jr., and Robert Mason IV are warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
First Citizens BancShares, Inc.	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Citizens BancShares, Inc.	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Citizens BancShares, Inc.	04/25/2023	Management	16	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.
First Citizens BancShares, Inc.	04/25/2023	Management	17	Yes	Increase Authorized Preferred Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company has not disclosed a firm commitment that the shares of preferred stock will not be used for anti-takeover purposes.
First Citizens BancShares, Inc.	04/25/2023	Management	18	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
First Citizens BancShares, Inc.	04/25/2023	Management	19	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
First Hawaiian, Inc.	04/26/2023	Management	1	Yes	Elect Director Michael K. Fujimoto	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	2	Yes	Elect Director Robert S. Harrison	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	3	Yes	Elect Director Faye W. Kurren	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	4	Yes	Elect Director James S. Moffatt	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	5	Yes	Elect Director Mark M. Mugiishi	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Hawaiian, Inc.	04/26/2023	Management	6	Yes	Elect Director Kelly A. Thompson	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	7	Yes	Elect Director Allen B. Uyeda	For	For	Against	Against	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	8	Yes	Elect Director Vanessa L. Washington	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	9	Yes	Elect Director C. Scott Wo	For	For	For	For	Votes AGAINST Allen Uyeda, Michael (Mike) Fujimoto, and Faye Kurren are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Hawaiian, Inc.	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Hawaiian, Inc.	04/26/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/25/2023	Management	1	Yes	Elect Director Harry V. Barton, Jr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	2	Yes	Elect Director John N. Casbon	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	3	Yes	Elect Director John C. Compton	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	4	Yes	Elect Director Wendy P. Davidson	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	5	Yes	Elect Director William H. Fenstermaker	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	6	Yes	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	7	Yes	Elect Director J. Michael Kemp, Sr.	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	8	Yes	Elect Director Rick E. Maples	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	9	Yes	Elect Director Vicki R. Palmer	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	10	Yes	Elect Director Colin V. Reed	For	For	Against	Against	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Horizon Corporation	04/25/2023	Management	11	Yes	Elect Director E. Stewart Shea, III	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	12	Yes	Elect Director Cecelia D. Stewart	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	13	Yes	Elect Director Rosa Sugranes	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	14	Yes	Elect Director R. Eugene Taylor	For	For	For	For	Votes AGAINST Colin Reed, John Compton and Vicki Palmer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Horizon Corporation	04/25/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Horizon Corporation	04/25/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Horizon Corporation	04/25/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Industrial Realty Trust, Inc.	05/03/2023	Management	1	Yes	Elect Director Peter E. Baccile	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	05/03/2023	Management	2	Yes	Elect Director Teresa Bryce Bazemore	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	05/03/2023	Management	3	Yes	Elect Director Matthew S. Dominski	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	05/03/2023	Management	4	Yes	Elect Director H. Patrick Hackett, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	05/03/2023	Management	5	Yes	Elect Director Denise A. Olsen	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Industrial Realty Trust, Inc.	05/03/2023	Management	6	Yes	Elect Director John E. Rau	For	For	Against	Against	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	05/03/2023	Management	7	Yes	Elect Director Marcus L. Smith	For	For	For	For	Votes AGAINST non-independent nominees Matthew Dominski, Peter Baccile, John Rau and H. Patrick Hackett Jr. are warranted for lack of a majority independent board. Votes AGAINST Matthew Dominski, John Rau and H. Patrick Hackett Jr. are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Industrial Realty Trust, Inc.	05/03/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
First Industrial Realty Trust, Inc.	05/03/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
First Industrial Realty Trust, Inc.	05/03/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Solar, Inc.	05/09/2023	Management	1	Yes	Elect Director Michael J. Ahearn	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	2	Yes	Elect Director Richard D. Chapman	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	3	Yes	Elect Director Anita Marangoly George	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	4	Yes	Elect Director George A. ("Chip") Hambro	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Solar, Inc.	05/09/2023	Management	5	Yes	Elect Director Molly E. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	6	Yes	Elect Director Craig Kennedy	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	7	Yes	Elect Director Lisa A. Kro	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	8	Yes	Elect Director William J. Post	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	9	Yes	Elect Director Paul H. Stebbins	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	10	Yes	Elect Director Michael T. Sweeney	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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First Solar, Inc.	05/09/2023	Management	11	Yes	Elect Director Mark R. Widmar	For	For	Against	Against	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	12	Yes	Elect Director Norman L. Wright	For	For	For	For	Votes AGAINST non-independent nominees Michael (Mike) Ahearn, Mark Widmar, Richard Chapman, George (Chip) Hambro, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are warranted for lack of a majority independent board. Votes AGAINST Richard Chapman, R. Craig Kennedy, William Post, Paul Stebbins and Michael Sweeney are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
First Solar, Inc.	05/09/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
First Solar, Inc.	05/09/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set metrics, and the long-term incentives are based on multi-year performance, although there is some concern regarding incomplete goal disclosure in the STI and LTI plans.
First Solar, Inc.	05/09/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FirstEnergy Corporation	05/24/2023	Management	1	Yes	Elect Director Jana T. Croom	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	2	Yes	Elect Director Steven J. Demetriou	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	3	Yes	Elect Director Lisa Winston Hicks	For	For	Against	Against	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	4	Yes	Elect Director Paul Kaleta	For	For	Against	Against	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.

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FirstEnergy Corporation	05/24/2023	Management	5	Yes	Elect Director Sean T. Klimczak	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	6	Yes	Elect Director Jesse A. Lynn	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	7	Yes	Elect Director James F. O'Neil, III	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	8	Yes	Elect Director John W. Somerhalder, II	For	For	Against	Against	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	9	Yes	Elect Director Andrew Teno	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	10	Yes	Elect Director Leslie M. Turner	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	11	Yes	Elect Director Melvin Williams	For	For	For	For	Votes AGAINST John W. Somerhalder II, Lisa Winston Hicks, and Paul Kaleta are warranted as a signal to the board that stronger independent oversight and board management of climate risks at the company are necessary. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
FirstEnergy Corporation	05/24/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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FirstEnergy Corporation	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance was reasonably aligned for the year in review. Short-term and long-term incentives are entirely performance-based and primarily tied to objective measures for most NEOs. CEO Somerhalder's equity awards are predominantly time-based due to his interim service, but CEO pay will be normalized in 2023 after a permanent CEO assumes the role.
FirstEnergy Corporation	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
FirstEnergy Corporation	05/24/2023	Management	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 20%	For	For	For	For	A vote FOR this proposal is warranted as a reduction in the ownership threshold for shareholders to call a special meeting would represent an improvement to the current right.
FirstEnergy Corporation	05/24/2023	Shareholder	16	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, and the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
FirstEnergy Corporation	05/24/2023	Shareholder	17	Yes	Establish a New Board Committee on Decarbonization Risk	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board framework appears adequate to allow for robust oversight of issues related to corporate sustainability issues and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Fiserv, Inc.	05/17/2023	Management	1	Yes	Elect Director Frank J. Bisignano	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	2	Yes	Elect Director Henrique de Castro	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	3	Yes	Elect Director Harry F. DiSimone	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	4	Yes	Elect Director Dylan G. Haggart	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	5	Yes	Elect Director Wafaa Mamilli	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	6	Yes	Elect Director Heidi G. Miller	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	7	Yes	Elect Director Doyle R. Simons	For	For	Withhold	Withhold	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	8	Yes	Elect Director Kevin M. Warren	For	For	For	For	WITHHOLD votes for Doyle Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Fiserv, Inc.	05/17/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. Although a concern is noted, annual incentives are entirely based on financial goals, and long-term incentives are half performance-based and utilize a multi-year measurement period. In addition, relative TSR awards target above-median performance with payouts capped at target for negative absolute results.

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Fiserv, Inc.	05/17/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fiserv, Inc.	05/17/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fiserv, Inc.	05/17/2023	Shareholder	12	Yes	Require Independent Board Chairman	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Five9, Inc.	05/16/2023	Management	1	Yes	Elect Director Michael Burkland	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Michael (Mike) Burkland are warranted for lack of a majority independent board. WITHHOLD votes are warranted for governance committee member Robert (Bob) Zollars due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Five9, Inc.	05/16/2023	Management	2	Yes	Elect Director Robert Zollars	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Michael (Mike) Burkland are warranted for lack of a majority independent board. WITHHOLD votes are warranted for governance committee member Robert (Bob) Zollars due to board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
Five9, Inc.	05/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In connection with the CEO transition, the new CEO and several NEOs received relatively large equity grants resulting in a misalignment between executive pay and company performance, a significant portion of which was in time-vested equity. Furthermore, the long-term incentive awards are based on quarterly and annual performance periods instead of multi-year performance.
Five9, Inc.	05/16/2023	Management	4	Yes	Ratify KMPG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FLEETCOR Technologies, Inc.	06/09/2023	Management	1	Yes	Elect Director Steven T. Stull	For	Against	Against	Against	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

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FLEETCOR Technologies, Inc.	06/09/2023	Management	2	Yes	Elect Director Annabelle Bexiga	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	3	Yes	Elect Director Michael Buckman	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	4	Yes	Elect Director Ronald F. Clarke	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	5	Yes	Elect Director Joseph W. Farrelly	For	Against	Against	Against	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	6	Yes	Elect Director Rahul Gupta	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	7	Yes	Elect Director Thomas M. Hagerty	For	Against	Against	Against	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.

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FLEETCOR Technologies, Inc.	06/09/2023	Management	8	Yes	Elect Director Archie L. Jones, Jr.	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	9	Yes	Elect Director Hala G. Modellmog	For	Against	Against	Against	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	10	Yes	Elect Director Richard Macchia	For	For	Against	Against	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	11	Yes	Elect Director Jeffrey S. Sloan	For	For	For	For	Votes AGAINST Steven Stull and Richard Macchia are warranted for serving as non-independent members of a key board committee. Votes AGAINST Thomas Hagerty are warranted for serving as a director on more than four public company boards. A vote AGAINST compensation committee members Thomas Hagerty, Joseph Farrelly, Hala Modellmog, and Steven Stull is warranted, given the committee's poor responsiveness to last year's failed say-on-pay vote result. A vote FOR the remaining director nominees is warranted.
FLEETCOR Technologies, Inc.	06/09/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FLEETCOR Technologies, Inc.	06/09/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee demonstrated poor responsiveness to last year's failed say-on-pay vote result, which marked the fourth failed vote result in six years. Further, an unmitigated pay-for-performance misalignment exists for the year in review. The STI and LTI lack disclosure of several quantified target goals, and a significant portion of the STI for non-CEO NEOs is based on somewhat vague and/or qualitative goals. Additionally, while the CEO did not receive equity awards following a front-loaded grant in 2021, other NEOs received majority time-vesting equity after accounting for additional time-vesting stock option awards. Lastly, performance equity utilizes an annual performance period and one LTI metric and performance period overlaps with the STI program.
FLEETCOR Technologies, Inc.	06/09/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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FLEETCOR Technologies, Inc.	06/09/2023	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Flowers Foods, Inc.	05/25/2023	Management	1	Yes	Elect Director George E. Deese	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	2	Yes	Elect Director Edward J. Casey, Jr.	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	3	Yes	Elect Director Thomas C. Chubb, III	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	4	Yes	Elect Director Rhonda Gass	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	5	Yes	Elect Director Margaret G. Lewis	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	6	Yes	Elect Director W. Jameson McFadden	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	7	Yes	Elect Director A. Ryals McMullian	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	8	Yes	Elect Director James T. Spear	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	9	Yes	Elect Director Melvin T. Stith	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	10	Yes	Elect Director Terry S. Thomas	For	For	For	For	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	11	Yes	Elect Director C. Martin Wood, III	For	For	Against	Against	Votes AGAINST Melvin Stith and C. Martin Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Flowers Foods, Inc.	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Flowers Foods, Inc.	05/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Flowers Foods, Inc.	05/25/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Flowers Foods, Inc.	05/25/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
FMC Corporation	04/27/2023	Management	1	Yes	Elect Director Pierre Brondeau	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	2	Yes	Elect Director Eduardo E. Cordeiro	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	3	Yes	Elect Director Carol Anthony ("John") Davidson	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	4	Yes	Elect Director Mark Douglas	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	5	Yes	Elect Director Kathy L. Fortmann	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	6	Yes	Elect Director C. Scott Greer	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	7	Yes	Elect Director K'Lynne Johnson	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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FMC Corporation	04/27/2023	Management	8	Yes	Elect Director Dirk A. Kempthorne	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	9	Yes	Elect Director Margareth Ovrum	For	For	For	For	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	10	Yes	Elect Director Robert C. Pallash	For	For	Against	Against	Votes AGAINST non-independent nominees Pierre Brondeau, Mark Douglas, C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are warranted for lack of a majority independent board. Votes AGAINST C. Scott Greer, Eduardo Cordeiro, Dirk Kempthorne and Robert Pallash are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FMC Corporation	04/27/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FMC Corporation	04/27/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
FMC Corporation	04/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. While some concerns are noted in the long-term incentive plan, annual incentives are largely based on pre-set objective measures and a majority of the equity awards were performance-based.
FMC Corporation	04/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ford Motor Company	05/11/2023	Management	1	Yes	Elect Director Kimberly A. Casiano	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

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Ford Motor Company	05/11/2023	Management	2	Yes	Elect Director Alexandra Ford English	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	3	Yes	Elect Director James D. Farley, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	4	Yes	Elect Director Henry Ford, III	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	5	Yes	Elect Director William Clay Ford, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

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Ford Motor Company	05/11/2023	Management	6	Yes	Elect Director William W. Helman, IV	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	7	Yes	Elect Director Jon M. Huntsman, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	8	Yes	Elect Director William E. Kennard	For	Against	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	9	Yes	Elect Director John C. May	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

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Ford Motor Company	05/11/2023	Management	10	Yes	Elect Director Beth E. Mooney	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	11	Yes	Elect Director Lynn Vojvodich Radakovich	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	12	Yes	Elect Director John L. Thornton	For	For	Against	Against	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	13	Yes	Elect Director John B. Veihmeyer	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.

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Ford Motor Company	05/11/2023	Management	14	Yes	Elect Director John S. Weinberg	For	For	For	For	Votes AGAINST non-independent nominees William Ford Jr., James (Jim) Farley Jr., John Thornton, Kimberly Casiano, Alexandra English, Henry Ford III, William Helman IV and Jon Huntsman Jr. are warranted for lack of a majority independent board. Votes AGAINST John Thornton, Kimberly Casiano and William Helman IV are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Chairman William Ford Jr. and Nominating and Governance Committee Chair William Kennard are warranted, because the company maintains a dual-class capital structure with unequal voting rights and it is not subject to a time-based sunset. A vote FOR the remaining director nominees is warranted.
Ford Motor Company	05/11/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ford Motor Company	05/11/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate total amount of perquisite compensation reported for the CEO and the gross-up cost incurred for the CEO's car allowance.
Ford Motor Company	05/11/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ford Motor Company	05/11/2023	Management	18	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.46 percent is excessive; and * The plan contains an evergreen feature (overriding factor).
Ford Motor Company	05/11/2023	Shareholder	19	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide shareholders of the company with equal voting rights on all voting items.
Ford Motor Company	05/11/2023	Shareholder	20	Yes	Report on Reliance on Child Labor in Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to eliminate child labor from its supply chain would allow investors to better understand how the company is managing human rights-related risks in its supply chain.
Ford Motor Company	05/11/2023	Shareholder	21	Yes	Report on Animal Testing Practices	Against	Against	For	For	A vote FOR this proposal is warranted because * Adoption of this proposal will further enhance and promote the company's commitment towards preventing violations of animal welfare regulations, help minimize controversies that may lead to financial liability and reputational damage, and mitigate the company's exposure to any risks associated with the use of animals in vehicle testing. * Given the company's existing policies and disclosures, adopting the proposal should not be a prohibitively costly or unduly burdensome endeavor.
Fortinet, Inc.	06/16/2023	Management	1	Yes	Elect Director Ken Xie	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	2	Yes	Elect Director Michael Xie	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	3	Yes	Elect Director Kenneth A. Goldman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	4	Yes	Elect Director Ming Hsieh	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	5	Yes	Elect Director Jean Hu	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	6	Yes	Elect Director William H. Neukom	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	7	Yes	Elect Director Judith Sim	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	8	Yes	Elect Director Admiral James Stavridis (Ret)	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Fortinet, Inc.	06/16/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fortinet, Inc.	06/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review, and annual incentives were entirely performance-based. Although the 2022 long-term incentives are entirely time-based, half of the 2023 LTI awards are based on relative TSR performance over multi-year periods.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fortinet, Inc.	06/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fortinet, Inc.	06/16/2023	Management	12	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Fortinet, Inc.	06/16/2023	Management	13	Yes	Amend Certificate of Incorporation to Limit the Liability of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Fortive Corporation	06/06/2023	Management	1	Yes	Elect Director Eric Branderiz	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	2	Yes	Elect Director Daniel L. Comas	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	3	Yes	Elect Director Sharmistha Dubey	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	4	Yes	Elect Director Reiji P. Hayes	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	5	Yes	Elect Director Wright Lassiter, III	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	6	Yes	Elect Director James A. Lico	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	7	Yes	Elect Director Kate D. Mitchell	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	8	Yes	Elect Director Jeannine Sargent	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	9	Yes	Elect Director Alan G. Spoon	For	For	For	For	A vote FOR all director nominees is warranted.
Fortive Corporation	06/06/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Elevated CEO pay amidst lagging long-term returns and structural concerns with respect to the short- and long-term incentive programs underscore a pay-for-performance misalignment for the year under review. Individual performance goals account for a significant portion of annual incentives and disclosure of specific targets and achievements is limited. Further, a provision under the LTI program allowing PSUs tied to relative TSR to be earned at the minimum level despite below-threshold performance has resulted in minimum level payouts for the past two closing performance cycles, despite failure to achieve threshold relative TSR. Lastly, the remainder of PSUs are based on an annually set performance target that overlaps with the STI program.
Fortive Corporation	06/06/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Fortive Corporation	06/06/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fortive Corporation	06/06/2023	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Fortune Brands Innovations, Inc.	05/16/2023	Management	1	Yes	Elect Director Nicholas I. Fink	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Fink and Allan (David) Mackay are warranted for lack of a majority independent board. Votes AGAINST Allan (David) Mackay are also warranted for serving as a non-independent member of a key board committee. A vote FOR Stephanie Pugliese is warranted.
Fortune Brands Innovations, Inc.	05/16/2023	Management	2	Yes	Elect Director A. D. David Mackay	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Fink and Allan (David) Mackay are warranted for lack of a majority independent board. Votes AGAINST Allan (David) Mackay are also warranted for serving as a non-independent member of a key board committee. A vote FOR Stephanie Pugliese is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Fortune Brands Innovations, Inc.	05/16/2023	Management	3	Yes	Elect Director Stephanie Pugliese	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Fink and Allan (David) Mackay are warranted for lack of a majority independent board. Votes AGAINST Allan (David) Mackay are also warranted for serving as a non-independent member of a key board committee. A vote FOR Stephanie Pugliese is warranted.
Fortune Brands Innovations, Inc.	05/16/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fortune Brands Innovations, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Fortune Brands Innovations, Inc.	05/16/2023	Management	6	Yes	Amend Certificate of Incorporation to Provide for Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Freeport-McMoRan, Inc.	06/06/2023	Management	1	Yes	Elect Director David P. Abney	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	2	Yes	Elect Director Richard C. Adkerson	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	4	Yes	Elect Director Robert W. Dudley	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	5	Yes	Elect Director Hugh Grant	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	6	Yes	Elect Director Lydia H. Kennard	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	7	Yes	Elect Director Ryan M. Lance	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	8	Yes	Elect Director Sara Grootwassink Lewis	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	9	Yes	Elect Director Dustan E. McCoy	For	For	Against	Against	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	10	Yes	Elect Director Kathleen L. Quirk	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	11	Yes	Elect Director John J. Stephens	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	12	Yes	Elect Director Frances Fragos Townsend	For	For	For	For	Votes AGAINST Dustan McCoy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Freeport-McMoRan, Inc.	06/06/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted, as pay and performance are reasonably aligned for the year in review.
Freeport-McMoRan, Inc.	06/06/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Freeport-McMoRan, Inc.	06/06/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Frontier Communications Parent, Inc.	05/17/2023	Management	1	Yes	Elect Director Kevin L. Beebe	For	For	For	For	A vote FOR all director nominees is warranted.

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Frontier Communications Parent, Inc.	05/17/2023	Management	2	Yes	Elect Director Lisa V. Chang	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	3	Yes	Elect Director Pamela L. Coe	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	4	Yes	Elect Director Nick Jeffery	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	5	Yes	Elect Director Stephen C. Pusey	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	6	Yes	Elect Director Margaret M. Smyth	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	7	Yes	Elect Director John G. Stratton	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	8	Yes	Elect Director Maryann Turcke	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	9	Yes	Elect Director Prat Vemana	For	For	For	For	A vote FOR all director nominees is warranted.
Frontier Communications Parent, Inc.	05/17/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Frontier Communications Parent, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-up related to relocation benefits.
FTI Consulting, Inc.	06/07/2023	Management	1	Yes	Elect Director Brenda J. Bacon	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	2	Yes	Elect Director Mark S. Bartlett	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	3	Yes	Elect Director Elsy Boglioli	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	4	Yes	Elect Director Claudio Costamagna	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	5	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	6	Yes	Elect Director Steven H. Gunby	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	7	Yes	Elect Director Gerard E. Holthaus	For	For	Against	Against	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	8	Yes	Elect Director Stephen C. Robinson	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	9	Yes	Elect Director Laureen E. Seeger	For	For	For	For	Votes AGAINST Gerard Holthaus, Brenda Bacon and Claudio Costamagna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FTI Consulting, Inc.	06/07/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FTI Consulting, Inc.	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
FTI Consulting, Inc.	06/07/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	1	Yes	Elect Director Peter M. Carlino	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	2	Yes	Elect Director JoAnne A. Epps	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	3	Yes	Elect Director Carol 'Lili' Lynton	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	4	Yes	Elect Director Joseph W. Marshall, III	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	5	Yes	Elect Director James B. Perry	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	6	Yes	Elect Director Barry F. Schwartz	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	7	Yes	Elect Director Earl C. Shanks	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	8	Yes	Elect Director E. Scott Urdang	For	For	For	For	A vote FOR the director nominees is warranted.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal aircraft use perquisite to the CEO.
Gaming and Leisure Properties, Inc.	06/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Garmin Ltd.	06/09/2023	Management	1	Yes	Accept Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted.
Garmin Ltd.	06/09/2023	Management	2	Yes	Approve Allocation of Income and Dividends	For	For	For	For	Votes FOR the allocation of income resolutions are warranted.
Garmin Ltd.	06/09/2023	Management	3	Yes	Approve Dividends	For	For	For	For	Votes FOR the allocation of income resolutions are warranted.
Garmin Ltd.	06/09/2023	Management	4	Yes	Approve Discharge of Board and Senior Management	For	For	For	For	A vote FOR this item is warranted, as there is no evidence that the board and senior management have not fulfilled their fiduciary duties.
Garmin Ltd.	06/09/2023	Management	5	Yes	Elect Director Jonathan C. Burrell	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/09/2023	Management	6	Yes	Elect Director Joseph J. Hartnett	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/09/2023	Management	7	Yes	Elect Director Min H. Kao	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/09/2023	Management	8	Yes	Elect Director Catherine A. Lewis	For	For	For	For	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Garmin Ltd.	06/09/2023	Management	9	Yes	Elect Director Charles W. Pepper	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/09/2023	Management	10	Yes	Elect Director Clifton A. Pemble	For	For	Against	Against	Votes AGAINST non-independent nominees Min Kao, Clifton Pemble and Charles Pepper are warranted for lack of a majority independent board. Votes AGAINST Charles Pepper are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Garmin Ltd.	06/09/2023	Management	11	Yes	Elect Min H. Kao as Board Chairman	For	For	Against	Against	Votes AGAINST Min Kao are warranted as their election to the board does not warrant support.
Garmin Ltd.	06/09/2023	Management	12	Yes	Appoint Jonathan C. Burrell as Member of the Compensation Committee	For	For	For	For	Votes AGAINST Charles Pepper are warranted for serving as a non-independent member of a key board committee, and because his election to the board does not warrant support A vote FOR the election of Joseph Hartnett, Catherine Lewis, and Jonathan Burrell as members of the Compensation Committee is warranted. Lewis, Hartnett, and Burrell are each independent outside directors and there are no governance concerns with the committee at this time.
Garmin Ltd.	06/09/2023	Management	13	Yes	Appoint Joseph J. Hartnett as Member of the Compensation Committee	For	For	For	For	Votes AGAINST Charles Pepper are warranted for serving as a non-independent member of a key board committee, and because his election to the board does not warrant support A vote FOR the election of Joseph Hartnett, Catherine Lewis, and Jonathan Burrell as members of the Compensation Committee is warranted. Lewis, Hartnett, and Burrell are each independent outside directors and there are no governance concerns with the committee at this time.
Garmin Ltd.	06/09/2023	Management	14	Yes	Appoint Catherine A. Lewis as Member of the Compensation Committee	For	For	For	For	Votes AGAINST Charles Pepper are warranted for serving as a non-independent member of a key board committee, and because his election to the board does not warrant support A vote FOR the election of Joseph Hartnett, Catherine Lewis, and Jonathan Burrell as members of the Compensation Committee is warranted. Lewis, Hartnett, and Burrell are each independent outside directors and there are no governance concerns with the committee at this time.
Garmin Ltd.	06/09/2023	Management	15	Yes	Appoint Charles W. Pepper as Member of the Compensation Committee	For	For	Against	Against	Votes AGAINST Charles Pepper are warranted for serving as a non-independent member of a key board committee, and because his election to the board does not warrant support A vote FOR the election of Joseph Hartnett, Catherine Lewis, and Jonathan Burrell as members of the Compensation Committee is warranted. Lewis, Hartnett, and Burrell are each independent outside directors and there are no governance concerns with the committee at this time.
Garmin Ltd.	06/09/2023	Management	16	Yes	Designate Wuersch & Gering LLP as Independent Proxy	For	For	For	For	A vote FOR this proposal is warranted due to a lack of concerns.
Garmin Ltd.	06/09/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors and Ernst & Young Ltd as Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Garmin Ltd.	06/09/2023	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Nevertheless, shareholders may continue to prefer that the company utilize a multi-year performance period for the performance-based RSUs to better align pay with long-term company performance.
Garmin Ltd.	06/09/2023	Management	19	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Garmin Ltd.	06/09/2023	Management	20	Yes	Advisory Vote on the Swiss Statutory Compensation Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that a focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis (Item 10). Accordingly, a vote FOR this proposal is warranted.
Garmin Ltd.	06/09/2023	Management	21	Yes	Approve Fiscal Year 2024 Maximum Aggregate Compensation for the Executive Management	For	For	For	For	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a FOR this proposal is warranted.
Garmin Ltd.	06/09/2023	Management	22	Yes	Approve Maximum Aggregate Compensation for the Board of Directors for the Period Between the 2023 AGM and the 2024 AGM	For	For	For	For	A vote FOR this resolution is warranted because the proposed amount is broadly in line with market practice.
Garmin Ltd.	06/09/2023	Management	23	Yes	Cancel Repurchased Shares	For	For	For	For	A vote FOR the proposed share capital reduction is warranted due to a lack of concerns.
Garmin Ltd.	06/09/2023	Management	24	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	Against	Against	Despite the fact that the plan complies with Section 423 of the Internal Revenue Code and the reasonable offering period, a vote AGAINST this proposal is warranted given that the number of shares reserved would cause excessive voting power dilution.
Garmin Ltd.	06/09/2023	Management	25	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The shareholder value transfer appears to be within a reasonable range; * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
Garmin Ltd.	06/09/2023	Management	26	Yes	Approve Reduction of Par Value	For	For	For	For	A vote FOR this resolution is warranted due to a lack of concerns.
Garmin Ltd.	06/09/2023	Management	27	Yes	Approve Conversion of Currency of the Share Capital from CHF to USD	For	For	For	For	A vote FOR this proposal is warranted because the change in share capital currency does not raise significant concerns.
Garmin Ltd.	06/09/2023	Management	28	Yes	Amend Articles to Reflect Changes in Capital	For	For	For	For	A vote FOR this proposal is warranted as the share issuance request is limited to 20 percent of issued share capital.
Garmin Ltd.	06/09/2023	Management	29	Yes	Amend Articles Re: Addressing Shares, Shareholder Rights and General Meeting	For	For	For	For	Votes FOR the proposed article amendments are warranted because they are overall non-contentious in nature and largely reflect amendments in line with new Swiss statutory requirements.
Garmin Ltd.	06/09/2023	Management	30	Yes	Amend Articles Re: Addressing Board, Compensation and Related Matters	For	For	For	For	Votes FOR the proposed article amendments are warranted because they are overall non-contentious in nature and largely reflect amendments in line with new Swiss statutory requirements.
Gartner, Inc.	06/01/2023	Management	1	Yes	Elect Director Peter E. Bisson	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	2	Yes	Elect Director Richard J. Bressler	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gartner, Inc.	06/01/2023	Management	3	Yes	Elect Director Raul E. Cesan	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	4	Yes	Elect Director Karen E. Dykstra	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	5	Yes	Elect Director Diana S. Ferguson	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	6	Yes	Elect Director Anne Sutherland Fuchs	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	7	Yes	Elect Director William O. Grabe	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	8	Yes	Elect Director Jose M. Gutierrez	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gartner, Inc.	06/01/2023	Management	9	Yes	Elect Director Eugene A. Hall	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	10	Yes	Elect Director Stephen G. Pagliuca	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	11	Yes	Elect Director Eileen M. Serra	For	For	For	For	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	12	Yes	Elect Director James C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees James Smith, Eugene Hall, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs, William Grabe and Stephen Pagliuca are warranted for lack of a majority independent board. Votes AGAINST James Smith, Richard (Rich) Bressler, Raul Cesan, Karen Dykstra, Anne Fuchs and William Grabe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gartner, Inc.	06/01/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns are noted in the lack of disclosure and short performance period for the equity incentives. However, annual incentives are entirely based on financial measures, and a majority of the equity incentives are performance-conditioned.
Gartner, Inc.	06/01/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gartner, Inc.	06/01/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Gartner, Inc.	06/01/2023	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation Plc	06/08/2023	Management	1	Yes	Elect Director Fredrik Eliasson	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	2	Yes	Elect Director James W. Ireland, III	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	3	Yes	Elect Director Ivo Jurek	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gates Industrial Corporation Plc	06/08/2023	Management	4	Yes	Elect Director Stephanie K. Mains	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	5	Yes	Elect Director Seth A. Meisel	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	6	Yes	Elect Director Wilson S. Neely	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	7	Yes	Elect Director Neil P. Simpkins	For	Against	Against	Against	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	8	Yes	Elect Director Alicia L. Tillman	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	9	Yes	Elect Director Molly P. Zhang	For	For	For	For	Votes AGAINST Neil Simpkins are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives continue to incorporate significant discretion and adjustments to financial metrics resulted in increased payouts in FY22. Further, equity awards do not disclose the forward-looking performance target for the largest portion of performance equity and the relative TSR portion targets merely median performance. Lastly, the committee made a sizable grant of time-based equity to NEOs, with limited rationale.
Gates Industrial Corporation Plc	06/08/2023	Management	11	Yes	Approve Remuneration Report	For	Against	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST is warranted.
Gates Industrial Corporation Plc	06/08/2023	Management	12	Yes	Appoint Deloitte & Touche LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation Plc	06/08/2023	Management	13	Yes	Reappoint Deloitte LLP as UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gates Industrial Corporation Plc	06/08/2023	Management	14	Yes	Authorize Audit Committee to Fix Remuneration of UK Statutory Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years
GE Healthcare Technologies, Inc.	05/23/2023	Management	1	Yes	Elect Director Peter J. Arduini	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	2	Yes	Elect Director H. Lawrence Culp, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	3	Yes	Elect Director Rodney F. Hochman	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	4	Yes	Elect Director Lloyd W. Howell, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	5	Yes	Elect Director Risa Lavizzo-Mourey	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	6	Yes	Elect Director Catherine Lesjak	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	7	Yes	Elect Director Anne T. Madden	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	8	Yes	Elect Director Tomislav Mihaljevic	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	9	Yes	Elect Director William J. Stromberg	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	10	Yes	Elect Director Phoebe L. Yang	For	For	For	For	A vote FOR the director nominees is warranted.
GE Healthcare Technologies, Inc.	05/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.

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GE Healthcare Technologies, Inc.	05/23/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
GE Healthcare Technologies, Inc.	05/23/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Generac Holdings Inc.	06/15/2023	Management	1	Yes	Elect Director Marcia J. Avedon	For	For	For	For	A vote FOR all director nominees is warranted.
Generac Holdings Inc.	06/15/2023	Management	2	Yes	Elect Director Bennett J. Morgan	For	For	For	For	A vote FOR all director nominees is warranted.
Generac Holdings Inc.	06/15/2023	Management	3	Yes	Elect Director Dominick P. Zarcone	For	For	For	For	A vote FOR all director nominees is warranted.
Generac Holdings Inc.	06/15/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Generac Holdings Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though some concerns exist regarding the LTI program, performance shares use multi-year performance periods and annual incentives were primarily based on pre-set financial metrics.
Generac Holdings Inc.	06/15/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
General Dynamics Corporation	05/03/2023	Management	1	Yes	Elect Director Richard D. Clarke	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	2	Yes	Elect Director James S. Crown	For	For	Against	Against	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	3	Yes	Elect Director Rudy F. deLeon	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	4	Yes	Elect Director Cecil D. Haney	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	5	Yes	Elect Director Mark M. Malcolm	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	6	Yes	Elect Director James N. Mattis	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	7	Yes	Elect Director Phebe N. Novakovic	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	8	Yes	Elect Director C. Howard Nye	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	9	Yes	Elect Director Catherine B. Reynolds	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	10	Yes	Elect Director Laura J. Schumacher	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	11	Yes	Elect Director Robert K. Steel	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	12	Yes	Elect Director John G. Stratton	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Dynamics Corporation	05/03/2023	Management	13	Yes	Elect Director Peter A. Wall	For	For	For	For	Votes AGAINST James Crown are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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General Dynamics Corporation	05/03/2023	Management	14	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
General Dynamics Corporation	05/03/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
General Dynamics Corporation	05/03/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite and life insurance perquisite to the CEO.
General Dynamics Corporation	05/03/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
General Dynamics Corporation	05/03/2023	Shareholder	18	Yes	Report on Human Rights Risk Assessment	Against	For	For	For	A vote FOR this proposal is warranted at this time because shareholders would likely benefit from more disclosure on how the company evaluates and mitigates any human rights impacts from the sale of its weapons and other lethal products.
General Dynamics Corporation	05/03/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
General Electric Company	05/03/2023	Management	1	Yes	Elect Director Stephen Angel	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	2	Yes	Elect Director Sebastien Bazin	For	For	Against	Against	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	3	Yes	Elect Director H. Lawrence Culp, Jr.	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	4	Yes	Elect Director Edward Garden	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	5	Yes	Elect Director Isabella Goren	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	6	Yes	Elect Director Thomas Horton	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	7	Yes	Elect Director Catherine Lesjak	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	8	Yes	Elect Director Darren McDew	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	9	Yes	Elect Director Paula Rosput Reynolds	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
General Electric Company	05/03/2023	Management	10	Yes	Elect Director Jessica Uhl	For	For	For	For	Votes AGAINST Sebastien Bazin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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General Electric Company	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate amount of multi-year relocation and tax expatriate benefits, as well as related tax gross-ups, paid to an executive.
General Electric Company	05/03/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
General Electric Company	05/03/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
General Electric Company	05/03/2023	Shareholder	14	Yes	Require Independent Board Chairman	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
General Electric Company	05/03/2023	Shareholder	15	Yes	Hire Investment Bank to Explore Sale of Company	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company is already pursuing a comprehensive restructuring plan that has led to shareholder value creation, and the proponent has not made a credible argument that the company's plan is flawed or that exploring a sale at this time would create more value.
General Electric Company	05/03/2023	Shareholder	16	Yes	Issue Audited Report on Fiduciary Relevance of Decarbonization Goal	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides shareholders with sufficient information on how it assesses the costs and opportunities associated with its net zero goal.
General Electric Company	05/03/2023	Shareholder	17	Yes	Issue Audited Report on Impact of IEA Net-Zero Emissions by 2050 Scenario	Against	Against	For	For	A vote FOR this proposal is warranted, as it should serve to enhance the company's current commitments to net zero activities and help ensure stronger alignment between the company's net zero goals and its existing assets and planned investments. The adoption of the resolution would provide shareholders with a better understanding of how the company is managing and overseeing the risks associated with its reliance on gas and the potential impact of the decreasing cost of renewable energy, along with other related risks.
General Motors Company	06/20/2023	Management	1	Yes	Elect Director Mary T. Barra	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	2	Yes	Elect Director Aneel Bhusri	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	3	Yes	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	4	Yes	Elect Director Joanne C. Crevoiserat	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	5	Yes	Elect Director Linda R. Gooden	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
General Motors Company	06/20/2023	Management	6	Yes	Elect Director Joseph Jimenez	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	7	Yes	Elect Director Jonathan McNeill	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	8	Yes	Elect Director Judith A. Miscik	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	9	Yes	Elect Director Patricia F. Russo	For	For	Against	Against	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	10	Yes	Elect Director Thomas M. Schoewe	For	For	Against	Against	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	11	Yes	Elect Director Mark A. Tatum	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	12	Yes	Elect Director Jan E. Tighe	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	13	Yes	Elect Director Devin N. Wenig	For	For	For	For	Votes AGAINST Patricia Russo and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
General Motors Company	06/20/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
General Motors Company	06/20/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's corporate aircraft-related, financial planning, and life insurance perquisites.
General Motors Company	06/20/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
General Motors Company	06/20/2023	Shareholder	17	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and to have policies in place that seem to address human rights concerns raised by the proponent.
General Motors Company	06/20/2023	Shareholder	18	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights, and the risk of abuse is considered small.
General Motors Company	06/20/2023	Shareholder	19	Yes	Report on Setting Sustainable Sourcing Targets	Against	Against	For	For	A vote FOR this proposal is warranted, as further disclosure and metrics would provide additional information on the company's sustainability practices, particularly in its supply chains. In addition, the report would help shareholders assess the company's management of related risks, as well as adequately track progress.
Genpact Limited	05/04/2023	Management	1	Yes	Elect Director N.V. "Tiger" Tyagarajan	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	2	Yes	Elect Director James Madden	For	For	Against	Against	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.

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Genpact Limited	05/04/2023	Management	3	Yes	Elect Director Ajay Agrawal	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	4	Yes	Elect Director Stacey Cartwright	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	5	Yes	Elect Director Laura Conigliaro	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	6	Yes	Elect Director Tamara Franklin	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	7	Yes	Elect Director Carol Lindstrom	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	8	Yes	Elect Director CeCelia Morken	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	9	Yes	Elect Director Brian Stevens	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	10	Yes	Elect Director Mark Verdi	For	For	For	For	Votes AGAINST James (Jim) Madden are warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining director nominees are warranted.
Genpact Limited	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The perquisite allowance granted to the CEO is excessive. * The company uses above-median benchmarking for target total compensation. * The performance goals/metrics for the company's short- and long-term incentive plans are not disclosed.
Genpact Limited	05/04/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Genpact Limited	05/04/2023	Management	13	Yes	Ratify KPMG Assurance and Consulting Services LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/18/2023	Management	1	Yes	Elect Director Joseph Anderson	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	2	Yes	Elect Director Leslie Brown	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	3	Yes	Elect Director Garth Deur	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	4	Yes	Elect Director Steve Downing	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Gentex Corporation	05/18/2023	Management	5	Yes	Elect Director Gary Goode	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	6	Yes	Elect Director Richard Schaum	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	7	Yes	Elect Director Kathleen Starkoff	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	8	Yes	Elect Director Brian Walker	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	9	Yes	Elect Director Ling Zang	For	For	For	For	WITHHOLD votes for Richard Schaum and Gary Goode are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Gentex Corporation	05/18/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gentex Corporation	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Gentex Corporation	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Genuine Parts Company	05/01/2023	Management	1	Yes	Elect Director Elizabeth W. Camp	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	2	Yes	Elect Director Richard Cox, Jr.	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	3	Yes	Elect Director Paul D. Donahue	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	4	Yes	Elect Director Gary P. Fayard	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	5	Yes	Elect Director P. Russell Hardin	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	6	Yes	Elect Director John R. Holder	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Genuine Parts Company	05/01/2023	Management	7	Yes	Elect Director Donna W. Hyland	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	8	Yes	Elect Director John D. Johns	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	9	Yes	Elect Director Jean-Jacques Lafont	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	10	Yes	Elect Director Robert C. "Robin" Loudermilk, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	11	Yes	Elect Director Wendy B. Needham	For	For	Withhold	Withhold	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	12	Yes	Elect Director Juliette W. Pryor	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	13	Yes	Elect Director E. Jenner Wood, III	For	For	For	For	WITHHOLD votes for John Johns, John Holder, Robert (Robin) Loudermilk Jr. and Wendy Needham are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Genuine Parts Company	05/01/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisites to the CEO. In addition, there are some concerns regarding the use of the same one-year adjusted EBITDA goal for both the long-term and annual incentives.
Genuine Parts Company	05/01/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Genuine Parts Company	05/01/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gilead Sciences, Inc.	05/03/2023	Management	1	Yes	Elect Director Jacqueline K. Barton	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Welters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.

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Gilead Sciences, Inc.	05/03/2023	Management	2	Yes	Elect Director Jeffrey A. Bluestone	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/03/2023	Management	3	Yes	Elect Director Sandra J. Horning	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/03/2023	Management	4	Yes	Elect Director Kelly A. Kramer	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/03/2023	Management	5	Yes	Elect Director Kevin E. Lofton	For	For	Against	Against	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/03/2023	Management	6	Yes	Elect Director Harish Manwani	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/03/2023	Management	7	Yes	Elect Director Daniel P. O'Day	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.

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Gilead Sciences, Inc.	05/03/2023	Management	8	Yes	Elect Director Javier J. Rodriguez	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/03/2023	Management	9	Yes	Elect Director Anthony Walters	For	For	For	For	Votes AGAINST Kevin Lofton are warranted for serving as a non-independent member of a key board committee. A cautionary vote FOR Director Anthony Walters, chair of the Nominating and Corporate Governance Committee, is warranted as the company has shown partial responsiveness to last year's majority supported shareholder proposal asking for the company to issue an independent assessment on the alignment of its lobbying activities with its stated values. A vote FOR the remaining director nominees is warranted.
Gilead Sciences, Inc.	05/03/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Gilead Sciences, Inc.	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern regarding incentive goal rigor is raised, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Gilead Sciences, Inc.	05/03/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Gilead Sciences, Inc.	05/03/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Gilead Sciences, Inc.	05/03/2023	Shareholder	14	Yes	Require More Director Nominations Than Open Seats	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the proponent has not made a compelling case that the proposed change in the director election process would improve the composition of the board or the performance of the company.
Gilead Sciences, Inc.	05/03/2023	Shareholder	15	Yes	Amend Right to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the holder of record requirement is common, not especially problematic, and consistent with SEC requirements.
Gilead Sciences, Inc.	05/03/2023	Shareholder	16	Yes	Report on Impact of Extended Patent Exclusivities on Product Access	Against	Against	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to potential anticompetitive practices.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	1	Yes	Elect Director Arie Beldegrun	For	For	For	For	Votes AGAINST Christian Henry are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote AGAINST Governance Committee Chair Reshma Kewalramani is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Governance Committee members Reshma Kewalramani and Shyam Sankar given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.

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Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	2	Yes	Elect Director Marijn E. Dekkers	For	For	For	For	Votes AGAINST Christian Henry are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote AGAINST Governance Committee Chair Reshma Kewalramani is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Governance Committee members Reshma Kewalramani and Shyam Sankar given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	3	Yes	Elect Director Kathy Hopinkah Hannan	For	For	For	For	Votes AGAINST Christian Henry are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote AGAINST Governance Committee Chair Reshma Kewalramani is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Governance Committee members Reshma Kewalramani and Shyam Sankar given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	4	Yes	Elect Director Christian Henry	For	For	Against	Against	Votes AGAINST Christian Henry are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote AGAINST Governance Committee Chair Reshma Kewalramani is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Governance Committee members Reshma Kewalramani and Shyam Sankar given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	5	Yes	Elect Director Reshma Kewalramani	For	Against	Against	Against	Votes AGAINST Christian Henry are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote AGAINST Governance Committee Chair Reshma Kewalramani is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Governance Committee members Reshma Kewalramani and Shyam Sankar given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.

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Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	6	Yes	Elect Director Shyam Sankar	For	Against	Against	Against	Votes AGAINST Christian Henry are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote AGAINST Governance Committee Chair Reshma Kewalramani is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Governance Committee members Reshma Kewalramani and Shyam Sankar given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	7	Yes	Elect Director Harry E. Sloan	For	For	For	For	Votes AGAINST Christian Henry are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote AGAINST Governance Committee Chair Reshma Kewalramani is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote AGAINST Governance Committee members Reshma Kewalramani and Shyam Sankar given the board's failure to remove, or subject to a reasonable sunset requirement, the company's multi-class capital structure with disparate voting rights. A vote FOR the remaining director nominees is warranted.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Global Payments Inc.	04/27/2023	Management	1	Yes	Elect Director F. Thaddeus Arroyo	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osness are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	2	Yes	Elect Director Robert H.B. Baldwin, Jr.	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osness are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	3	Yes	Elect Director John G. Bruno	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osness are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	4	Yes	Elect Director Joia M. Johnson	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osness are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Global Payments Inc.	04/27/2023	Management	5	Yes	Elect Director Ruth Ann Marshall	For	For	Against	Against	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	6	Yes	Elect Director Connie D. McDaniel	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	7	Yes	Elect Director Joseph H. Osnoss	For	For	Against	Against	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	8	Yes	Elect Director William B. Plummer	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	9	Yes	Elect Director Jeffrey S. Sloan	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	10	Yes	Elect Director John T. Turner	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	11	Yes	Elect Director M. Troy Woods	For	For	For	For	Votes AGAINST Ruth Ann Marshall are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Joseph (Joe) Osnoss are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Global Payments Inc.	04/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. After last year's say-on-pay proposal failed to receive majority support, the compensation committee demonstrated adequate responsiveness to shareholder concerns. In addition, a pay-for-performance misalignment exists for the year under review, but certain factors have been identified that mitigate the concern. There is some concern surrounding an increase in pay opportunities amidst long-term TSR underperformance, high maximum FY22 PSU opportunities and forward-looking LT1 disclosure. However, annual incentives were tied to rigorous financial performance metrics and closing-cycle PSUs vested below target due to relative TSR underperformance. Changes to the long-term incentive program in FY23 will significantly lower the maximum payout opportunity for PSUs, and closing-cycle PSU disclosure improved, though investors may expect additional goal disclosure improvement. Continued monitoring of the pay program is warranted given increasing pay opportunities, disclosure considerations, and forward-looking pay program changes.

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Global Payments Inc.	04/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Global Payments Inc.	04/27/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The auditor's tenure at the company exceeds seven years; and * The non-auditing consulting fees represent more than 25 percent of total fees paid.
Global Payments Inc.	04/27/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. While the company's current severance arrangements are within market practice, the implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
Globant SA	04/19/2023	Management	2	No	Receive Board's and Auditor's Reports					This is a non-voting item.
Globant SA	04/19/2023	Management	3	Yes	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Globant SA	04/19/2023	Management	4	Yes	Approve Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.
Globant SA	04/19/2023	Management	5	Yes	Approve Allocation of Income	For	For	For	For	A vote FOR this loss allocation proposal is warranted because of the strategic rationale for the decision and because the proposed dividend is in line with the company's dividend policy.
Globant SA	04/19/2023	Management	6	Yes	Approve Discharge of Directors	For	For	For	For	A vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in US and Luxembourg companies are required to offer shareholders a say-on-pay.
Globant SA	04/19/2023	Management	7	Yes	Approve Remuneration of Directors	For	For	For	For	A vote FOR this item is warranted because there is no sign of excessiveness concerning the board remuneration.
Globant SA	04/19/2023	Management	8	Yes	Appoint PricewaterhouseCoopers, Societe Cooperative as Auditor for Annual Accounts and EU IFRS Consolidated Accounts	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Globant SA	04/19/2023	Management	9	Yes	Appoint Price Waterhouse & Co. S.R.L. as Auditor for IFRS Consolidated Accounts	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Globant SA	04/19/2023	Management	10	Yes	Reelect Linda Rottenberg as Director	For	For	For	For	A vote FOR all director nominees is warranted.
Globant SA	04/19/2023	Management	11	Yes	Reelect Martin Uman as Director	For	For	For	For	A vote FOR all director nominees is warranted.
Globant SA	04/19/2023	Management	12	Yes	Reelect Guibert Englebienne as Director	For	For	For	For	A vote FOR all director nominees is warranted.
Globant SA	04/19/2023	Management	14	Yes	Increase Authorized Share Capital and Amend Articles of Association	For	For	For	For	A vote FOR is warranted because the proposed authority does not exceed 10 percent of issued capital without preemptive rights and respect a series of safeguards and limitations.
Globe Life Inc.	04/27/2023	Management	1	Yes	Elect Director Linda L. Addison	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	2	Yes	Elect Director Marilyn A. Alexander	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	3	Yes	Elect Director Cheryl D. Alston	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	4	Yes	Elect Director Mark A. Blinn	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	5	Yes	Elect Director James P. Brannen	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Globe Life Inc.	04/27/2023	Management	6	Yes	Elect Director Jane Buchan	For	For	Against	Against	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	7	Yes	Elect Director Alice S. Cho	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	8	Yes	Elect Director J. Matthew Darden	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	9	Yes	Elect Director Steven P. Johnson	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	10	Yes	Elect Director David A. Rodriguez	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	11	Yes	Elect Director Frank M. Svoboda	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	12	Yes	Elect Director Mary E. Thigpen	For	For	For	For	Votes AGAINST Jane Buchan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Globe Life Inc.	04/27/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Globe Life Inc.	04/27/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are primarily based on company performance. In addition, approximately half of the long-term incentives are performance-based with pre-set, disclosed goals measures over a multi-year period. However, the potential for discretionary adjustment of the STI payouts, reliance on the same metrics in both the STI and LTI, the practice of granting LTI as a percentage of market cap, and the potential pay outcomes associated with the co-CEO structure warrant further monitoring.
Globe Life Inc.	04/27/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Globe Life Inc.	04/27/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Globe Life Inc.	04/27/2023	Management	17	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Globus Medical, Inc.	04/27/2023	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The proposed transaction has been met with a severe negative market reaction, which appears to be driven by concerns related to integration and regulatory risks evidenced in multiple examples of value erosion in prior spine company mergers. However, the companies appear to be focused on avoiding the pitfalls that have challenged past integrations, the strategic rationale appears compelling, the companies expect to realize cost and revenue synergies, and the deal is expected to be accretive to GMED earnings. On balance, cautionary support FOR the proposed transaction is warranted.
Globus Medical, Inc.	04/27/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.

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Globus Medical, Inc.	06/07/2023	Management	1	Yes	Elect Director Daniel T. Scavilla	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Daniel (Dan) Scavilla are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Daniel (Dan) Scavilla are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Robert Douglas is warranted.
Globus Medical, Inc.	06/07/2023	Management	2	Yes	Elect Director Robert Douglas	For	For	For	For	WITHHOLD votes for non-independent nominee Daniel (Dan) Scavilla are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee member Daniel (Dan) Scavilla are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Robert Douglas is warranted.
Globus Medical, Inc.	06/07/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits repricing or exchange of grants without shareholder approval (overriding factor); * The plan permits cash buyout of awards without shareholder approval (overriding factor); * The plan allows for company loans to officers for the exercise of stock options.
Globus Medical, Inc.	06/07/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Globus Medical, Inc.	06/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
GoDaddy Inc.	06/07/2023	Management	1	Yes	Elect Director Mark Garrett	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/07/2023	Management	2	Yes	Elect Director Srinivas (Srin) Tallapragada	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/07/2023	Management	3	Yes	Elect Director Sigal Zarmi	For	For	For	For	A vote FOR all director nominees is warranted.
GoDaddy Inc.	06/07/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's home and personal security benefits.
GoDaddy Inc.	06/07/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graco Inc.	04/28/2023	Management	1	Yes	Elect Director Lee R. Mitau	For	For	Against	Against	Votes AGAINST non-independent nominees Lee Mitau, Mark Sheahan and Martha (Marti) Morfitt are warranted for lack of a majority independent board. Votes AGAINST Lee Mitau and Martha (Marti) Morfitt are also warranted for serving as non-independent members of a key board committee. A vote FOR Kevin J. Wheeler is warranted.
Graco Inc.	04/28/2023	Management	2	Yes	Elect Director Martha A. Morfitt	For	For	Against	Against	Votes AGAINST non-independent nominees Lee Mitau, Mark Sheahan and Martha (Marti) Morfitt are warranted for lack of a majority independent board. Votes AGAINST Lee Mitau and Martha (Marti) Morfitt are also warranted for serving as non-independent members of a key board committee. A vote FOR Kevin J. Wheeler is warranted.
Graco Inc.	04/28/2023	Management	3	Yes	Elect Director Mark W. Sheahan	For	For	Against	Against	Votes AGAINST non-independent nominees Lee Mitau, Mark Sheahan and Martha (Marti) Morfitt are warranted for lack of a majority independent board. Votes AGAINST Lee Mitau and Martha (Marti) Morfitt are also warranted for serving as non-independent members of a key board committee. A vote FOR Kevin J. Wheeler is warranted.
Graco Inc.	04/28/2023	Management	4	Yes	Elect Director Kevin J. Wheeler	For	For	For	For	Votes AGAINST non-independent nominees Lee Mitau, Mark Sheahan and Martha (Marti) Morfitt are warranted for lack of a majority independent board. Votes AGAINST Lee Mitau and Martha (Marti) Morfitt are also warranted for serving as non-independent members of a key board committee. A vote FOR Kevin J. Wheeler is warranted.

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Graco Inc.	04/28/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graco Inc.	04/28/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Graco Inc.	04/28/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Grand Canyon Education, Inc.	06/20/2023	Management	1	Yes	Elect Director Brian E. Mueller	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	2	Yes	Elect Director Sara R. Dial	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	3	Yes	Elect Director Jack A. Henry	For	For	Against	Against	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	4	Yes	Elect Director Lisa Graham Keegan	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	5	Yes	Elect Director Chevy Humphrey	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	6	Yes	Elect Director David M. Adame	For	For	For	For	Votes AGAINST Jack Henry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Grand Canyon Education, Inc.	06/20/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Grand Canyon Education, Inc.	06/20/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Grand Canyon Education, Inc.	06/20/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Graphic Packaging Holding Company	05/24/2023	Management	1	Yes	Elect Director Michael P. Doss	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Company	05/24/2023	Management	2	Yes	Elect Director Dean A. Scarborough	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Company	05/24/2023	Management	3	Yes	Elect Director Larry M. Venturelli	For	For	For	For	A vote FOR all director nominees is warranted.
Graphic Packaging Holding Company	05/24/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Graphic Packaging Holding Company	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Graphic Packaging Holding Company	05/24/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Grocery Outlet Holding Corp.	06/20/2023	Management	1	Yes	Elect Director Kenneth W. Alterman	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Grocery Outlet Holding Corp.	06/20/2023	Management	2	Yes	Elect Director John (Jeb) E. Bachman	For	For	For	For	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grocery Outlet Holding Corp.	06/20/2023	Management	3	Yes	Elect Director Thomas F. Herman	For	For	Against	Against	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grocery Outlet Holding Corp.	06/20/2023	Management	4	Yes	Elect Director Erik D. Ragatz	For	For	For	For	Votes AGAINST non-independent nominees Kenneth Alterman and Thomas Herman are warranted for lack of a majority independent board. Votes AGAINST Kenneth Alterman and Thomas Herman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Grocery Outlet Holding Corp.	06/20/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Grocery Outlet Holding Corp.	06/20/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
GXO Logistics, Inc.	05/24/2023	Management	1	Yes	Elect Director Clare Chatfield	For	For	For	For	A vote FOR all director nominees is warranted.
GXO Logistics, Inc.	05/24/2023	Management	2	Yes	Elect Director Joli L. Gross	For	For	For	For	A vote FOR all director nominees is warranted.
GXO Logistics, Inc.	05/24/2023	Management	3	Yes	Elect Director Jason D. Papastavrou	For	For	For	For	A vote FOR all director nominees is warranted.
GXO Logistics, Inc.	05/24/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GXO Logistics, Inc.	05/24/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted is warranted as pay and performance are reasonably aligned at this time.
Halliburton Company	05/17/2023	Management	1	Yes	Elect Director Abdulaziz F. Al Khayyal	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	2	Yes	Elect Director William E. Albrecht	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	3	Yes	Elect Director M. Katherine Banks	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	4	Yes	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	5	Yes	Elect Director Milton Carroll	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	6	Yes	Elect Director Earl M. Cummings	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	7	Yes	Elect Director Murry S. Gerber	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Halliburton Company	05/17/2023	Management	8	Yes	Elect Director Robert A. Malone	For	For	Against	Against	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	9	Yes	Elect Director Jeffrey A. Miller	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	10	Yes	Elect Director Bhavesh V. (Bob) Patel	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	11	Yes	Elect Director Maurice S. Smith	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	12	Yes	Elect Director Janet L. Weiss	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	13	Yes	Elect Director Tobi M. Edwards Young	For	For	For	For	Votes AGAINST Robert (Bob) Malone, Alan Bennett, Milton Carroll and Murry Gerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Halliburton Company	05/17/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Halliburton Company	05/17/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The committee was sufficiently responsive to last year's failed say-on-pay vote, making changes to the long-term incentive program to address certain shareholder feedback points. Further, pay and performance were reasonably aligned for the year in review.
Halliburton Company	05/17/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Halliburton Company	05/17/2023	Management	17	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Halliburton Company	05/17/2023	Management	18	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. The proposed changes are primarily administrative and non-substantive in nature and will not have any material impact on the rights or abilities of shareholders.
Hasbro, Inc.	05/18/2023	Management	1	Yes	Elect Director Michael R. Burns	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	2	Yes	Elect Director Hope F. Cochran	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	3	Yes	Elect Director Christian P. Cocks	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	4	Yes	Elect Director Lisa Gersh	For	For	Against	Against	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hasbro, Inc.	05/18/2023	Management	5	Yes	Elect Director Elizabeth Hamren	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	6	Yes	Elect Director Blake Jorgensen	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	7	Yes	Elect Director Tracy A. Leinbach	For	For	Against	Against	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	8	Yes	Elect Director Laurel J. Richie	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	9	Yes	Elect Director Richard S. Stoddart	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	10	Yes	Elect Director Mary Beth West	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	11	Yes	Elect Director Linda Zecher Higgins	For	For	For	For	Votes AGAINST Lisa Gersh and Tracy Leinbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hasbro, Inc.	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received gross-ups related to relocation benefits.
Hasbro, Inc.	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hasbro, Inc.	05/18/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hasbro, Inc.	05/18/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	1	Yes	Elect Director Thomas B. Fargo	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	2	Yes	Elect Director Celeste A. Connors	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	3	Yes	Elect Director Richard J. Dahl	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	4	Yes	Elect Director Elisia K. Flores	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	5	Yes	Elect Director Peggy Y. Fowler	For	For	Against	Against	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hawaiian Electric Industries, Inc.	05/05/2023	Management	6	Yes	Elect Director Micah A. Kane	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	7	Yes	Elect Director Michael J. Kennedy	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	8	Yes	Elect Director Yoko Otani	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	9	Yes	Elect Director William James Scilacci, Jr.	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	10	Yes	Elect Director Scott W. H. Seu	For	For	For	For	Votes AGAINST Thomas (Tom) Fargo and Peggy Fowler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hawaiian Electric Industries, Inc.	05/05/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Hayward Holdings, Inc.	05/18/2023	Management	1	Yes	Elect Director Kevin D. Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kevin Brown and Mark McFadden are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Arthur Soucy are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Hayward Holdings, Inc.	05/18/2023	Management	2	Yes	Elect Director Mark McFadden	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kevin Brown and Mark McFadden are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Arthur Soucy are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Hayward Holdings, Inc.	05/18/2023	Management	3	Yes	Elect Director Arthur L. Soucy	For	Withhold	Withhold	Withhold	WITHHOLD votes for Kevin Brown and Mark McFadden are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee member Arthur Soucy are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Hayward Holdings, Inc.	05/18/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HCA Healthcare, Inc.	04/19/2023	Management	1	Yes	Elect Director Thomas F. Frist, III	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HCA Healthcare, Inc.	04/19/2023	Management	2	Yes	Elect Director Samuel N. Hazen	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	3	Yes	Elect Director Meg G. Crofton	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	4	Yes	Elect Director Robert J. Dennis	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	5	Yes	Elect Director Nancy-Ann DeParle	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	6	Yes	Elect Director William R. Frist	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	7	Yes	Elect Director Hugh F. Johnston	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	8	Yes	Elect Director Michael W. Michelson	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	9	Yes	Elect Director Wayne J. Riley	For	For	Against	Against	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	10	Yes	Elect Director Andrea B. Smith	For	For	For	For	Votes AGAINST Wayne Riley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HCA Healthcare, Inc.	04/19/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HCA Healthcare, Inc.	04/19/2023	Management	12	Yes	Approve Nonqualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that the plan is broad-based, provides for a reasonable discount, and has limits on employee contributions.
HCA Healthcare, Inc.	04/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were entirely determined by objective financial and quality measures, with clear disclosure of metrics, weightings, and achieved results. In addition, while the majority of the CEO's long-term incentive was time-vesting (based on Public Fund Advisory Services' valuation), PSUs are measured over a three-year period.
HCA Healthcare, Inc.	04/19/2023	Shareholder	14	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
HCA Healthcare, Inc.	04/19/2023	Shareholder	15	Yes	Amend Charter of Patient Safety and Quality of Care Committee	Against	For	For	For	A vote FOR this proposal is warranted. More explicitly including staffing levels into the Patient Safety and Quality of Care Committee's oversight responsibilities would benefit shareholders by possibly helping mitigate related risks.
Healthcare Realty Trust, Inc.	06/05/2023	Management	1	Yes	Elect Director Todd J. Meredith	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	2	Yes	Elect Director John V. Abbott	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	3	Yes	Elect Director Nancy H. Agee	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Healthcare Realty Trust, Inc.	06/05/2023	Management	4	Yes	Elect Director W. Bradley Blair, II	For	For	Withhold	Withhold	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	5	Yes	Elect Director Vicki U. Booth	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	6	Yes	Elect Director Edward H. Braman	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	7	Yes	Elect Director Ajay Gupta	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	8	Yes	Elect Director James J. Kilroy	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	9	Yes	Elect Director Jay P. Leupp	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	10	Yes	Elect Director Peter F. Lyle, Sr.	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	11	Yes	Elect Director Constance B. Moore	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	12	Yes	Elect Director John Knox Singleton	For	For	Withhold	Withhold	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	13	Yes	Elect Director Christann M. Vasquez	For	For	For	For	WITHHOLD votes for John Singleton and W. Bradley Blair II are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthcare Realty Trust, Inc.	06/05/2023	Management	14	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Healthcare Realty Trust, Inc.	06/05/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Healthcare Realty Trust, Inc.	06/05/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Healthpeak Properties, Inc.	04/27/2023	Management	1	Yes	Elect Director Scott M. Brinker	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthpeak Properties, Inc.	04/27/2023	Management	2	Yes	Elect Director Brian G. Cartwright	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthpeak Properties, Inc.	04/27/2023	Management	3	Yes	Elect Director James B. Connor	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Healthpeak Properties, Inc.	04/27/2023	Management	4	Yes	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthpeak Properties, Inc.	04/27/2023	Management	5	Yes	Elect Director R. Kent Griffin, Jr.	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthpeak Properties, Inc.	04/27/2023	Management	6	Yes	Elect Director David B. Henry	For	For	Against	Against	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthpeak Properties, Inc.	04/27/2023	Management	7	Yes	Elect Director Sara G. Lewis	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthpeak Properties, Inc.	04/27/2023	Management	8	Yes	Elect Director Katherine M. Sandstrom	For	For	For	For	Votes AGAINST Christine Garvey and David (Dave) Henry are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Healthpeak Properties, Inc.	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Regular annual equity grants are entirely performance conditioned and the company will increase the overall weighting of quantitative financial metrics in the annual incentive program for FY23.
Healthpeak Properties, Inc.	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Healthpeak Properties, Inc.	04/27/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Healthpeak Properties, Inc.	04/27/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HEICO Corporation	03/17/2023	Management	1	Yes	Elect Director Thomas M. Culligan	For	For	For	For	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	2	Yes	Elect Director Carol F. Fine	For	For	For	For	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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HEICO Corporation	03/17/2023	Management	3	Yes	Elect Director Adolfo Henriques	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	4	Yes	Elect Director Mark H. Hildebrandt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	5	Yes	Elect Director Eric A. Mendelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	6	Yes	Elect Director Laurans A. Mendelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

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HEICO Corporation	03/17/2023	Management	7	Yes	Elect Director Victor H. Mendelson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	8	Yes	Elect Director Julie Neitzel	For	For	For	For	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	9	Yes	Elect Director Alan Schriesheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	10	Yes	Elect Director Frank J. Schwitter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Laurans Mendelson, Adolfo Henriques, Mark Hildebrandt, Victor Mendelson, Eric Mendelson, Alan Schriesheim and Frank Schwitter are warranted for lack of a majority independent board. WITHHOLD votes for Adolfo Henriques, Mark Hildebrandt, Alan Schriesheim and Frank Schwitter are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Mark Hildebrandt and Alan Schriesheim are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
HEICO Corporation	03/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The lack of any performance-vesting requirements for long-term awards granted; * Significant discretionary contributions are made to the CEO's non-qualified deferred compensation plan; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The absence of risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.

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HEICO Corporation	03/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HEICO Corporation	03/17/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Henry Schein, Inc.	05/23/2023	Management	1	Yes	Elect Director Mohamad Ali	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	2	Yes	Elect Director Stanley M. Bergman	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	3	Yes	Elect Director James P. Breslawski	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	4	Yes	Elect Director Deborah Derby	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	5	Yes	Elect Director Joseph L. Herring	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	6	Yes	Elect Director Kurt P. Kuehn	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	7	Yes	Elect Director Philip A. Laskawy	For	For	Against	Against	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	8	Yes	Elect Director Anne H. Margulies	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	9	Yes	Elect Director Mark E. Mlotek	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	10	Yes	Elect Director Steven Paladino	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	11	Yes	Elect Director Carol Raphael	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	12	Yes	Elect Director Scott Serota	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	13	Yes	Elect Director Bradley T. Sheares	For	For	Against	Against	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Henry Schein, Inc.	05/23/2023	Management	14	Yes	Elect Director Reed V. Tuckson	For	For	For	For	Votes AGAINST Philip (Phil) Laskawy and Bradley Sheares are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Henry Schein, Inc.	05/23/2023	Management	15	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified
Henry Schein, Inc.	05/23/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Following the prior year's relatively low say-on-pay support, the company reintroduced PSUs for FY22, and further increased the portion of PSUs granted to the CEO and other NEOs for FY23. Furthermore, while shareholders would benefit from increased disclosure of the forward-looking performance targets underlying the PSU grants, performance targets are disclosed retroactively and annual incentive awards remain based primarily on an objective financial performance metric.
Henry Schein, Inc.	05/23/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Henry Schein, Inc.	05/23/2023	Management	18	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hess Corporation	05/17/2023	Management	1	Yes	Elect Director Terrence J. Checki	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	2	Yes	Elect Director Leonard S. Coleman, Jr.	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	3	Yes	Elect Director Lisa Glatch	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	4	Yes	Elect Director John B. Hess	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	5	Yes	Elect Director Edith E. Holiday	For	For	Against	Against	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	6	Yes	Elect Director Marc S. Lipschultz	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	7	Yes	Elect Director Raymond J. McGuire	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	8	Yes	Elect Director David McManus	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	9	Yes	Elect Director Kevin O. Meyers	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	10	Yes	Elect Director Karyn F. Ovelmen	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	11	Yes	Elect Director James H. Quigley	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	12	Yes	Elect Director William G. Schrader	For	For	For	For	Votes AGAINST Edith Holiday are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hess Corporation	05/17/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set metrics, and the long-term incentives are based on multi-year performance with the relative TSR PSUs targeting above-median performance.

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Hess Corporation	05/17/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hess Corporation	05/17/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hewlett Packard Enterprise Company	04/05/2023	Management	1	Yes	Elect Director Daniel Ammann	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	2	Yes	Elect Director Pamela L. Carter	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	3	Yes	Elect Director Frank A. D'Amelio	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	4	Yes	Elect Director Regina E. Dugan	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	5	Yes	Elect Director Jean M. Hobby	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	6	Yes	Elect Director Raymond J. Lane	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	7	Yes	Elect Director Ann M. Livermore	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	8	Yes	Elect Director Antonio F. Neri	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	9	Yes	Elect Director Charles H. Noski	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	10	Yes	Elect Director Raymond E. Ozzie	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	11	Yes	Elect Director Gary M. Reiner	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	12	Yes	Elect Director Patricia F. Russo	For	For	For	For	A vote FOR all director nominees is warranted.
Hewlett Packard Enterprise Company	04/05/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hewlett Packard Enterprise Company	04/05/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Hewlett Packard Enterprise Company	04/05/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Hewlett Packard Enterprise Company	04/05/2023	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the company's lobbying expenses and trade association memberships, payments, and oversight mechanisms would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
HF Sinclair Corporation	05/24/2023	Management	1	Yes	Elect Director Anne-Marie N. Ainsworth	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	2	Yes	Elect Director Anna C. Catalano	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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HF Sinclair Corporation	05/24/2023	Management	3	Yes	Elect Director Leldon E. Echols	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	4	Yes	Elect Director Manuel J. Fernandez	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	5	Yes	Elect Director Timothy Go	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	6	Yes	Elect Director Rhoman J. Hardy	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	7	Yes	Elect Director R. Craig Knocke	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	8	Yes	Elect Director Robert J. Kostelnik	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	9	Yes	Elect Director James H. Lee	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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HF Sinclair Corporation	05/24/2023	Management	10	Yes	Elect Director Ross B. Matthews	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	11	Yes	Elect Director Franklin Myers	For	For	Against	Against	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	12	Yes	Elect Director Norman J. Szydlowski	For	For	For	For	Votes AGAINST non-independent nominees Franklin Myers, Timothy (Tim) Go, Leldon Echols, Robert Kostelnik, James Lee and Ross Matthews are warranted for lack of a majority independent board. Votes AGAINST Franklin Myers, Leldon Echols, Robert Kostelnik and James Lee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
HF Sinclair Corporation	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
HF Sinclair Corporation	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HF Sinclair Corporation	05/24/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HF Sinclair Corporation	05/24/2023	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance the unaffiliated shareholders' ability to make use of the right.
Highwoods Properties, Inc.	05/16/2023	Management	1	Yes	Elect Director Charles A. Anderson	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/16/2023	Management	2	Yes	Elect Director Gene H. Anderson	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/16/2023	Management	3	Yes	Elect Director Thomas P. Anderson	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/16/2023	Management	4	Yes	Elect Director Carlos E. Evans	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/16/2023	Management	5	Yes	Elect Director David L. Gadis	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/16/2023	Management	6	Yes	Elect Director David J. Hartzell	For	For	Withhold	Withhold	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Highwoods Properties, Inc.	05/16/2023	Management	7	Yes	Elect Director Theodore J. Klinck	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/16/2023	Management	8	Yes	Elect Director Anne H. Lloyd	For	For	For	For	WITHHOLD votes for David (Dave) Hartzell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Highwoods Properties, Inc.	05/16/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Highwoods Properties, Inc.	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Highwoods Properties, Inc.	05/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	1	Yes	Elect Director Christopher J. Nassetta	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	2	Yes	Elect Director Jonathan D. Gray	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	3	Yes	Elect Director Charlene T. Begley	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	4	Yes	Elect Director Chris Carr	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	5	Yes	Elect Director Melanie L. Healey	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	6	Yes	Elect Director Raymond E. Mabus, Jr.	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	7	Yes	Elect Director Judith A. McHale	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	8	Yes	Elect Director Elizabeth A. Smith	For	For	For	For	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	9	Yes	Elect Director Douglas M. Steenland	For	For	Against	Against	Votes AGAINST Douglas (Doug) Steenland are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hilton Worldwide Holdings Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Hologic, Inc.	03/09/2023	Management	1	Yes	Elect Director Stephen P. MacMillan	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hologic, Inc.	03/09/2023	Management	2	Yes	Elect Director Sally W. Crawford	For	For	Against	Against	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	3	Yes	Elect Director Charles J. Dockendorff	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	4	Yes	Elect Director Scott T. Garrett	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	5	Yes	Elect Director Ludwig N. Hantson	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	6	Yes	Elect Director Namal Nawana	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	7	Yes	Elect Director Christiana Stamoulis	For	For	Against	Against	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	8	Yes	Elect Director Stacey D. Stewart	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	9	Yes	Elect Director Amy M. Wendell	For	For	For	For	Votes AGAINST Sally Crawford and Christiana Stamoulis are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hologic, Inc.	03/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given the alignment between pay and performance for the year in review. Annual and long-term incentives are primarily performance-based, with performance awards utilizing a multi-year performance period and a payout cap on TSR PSUs for absolute negative results. While the company disclosed the rationale for reduced targets, continued monitoring of the pay program is warranted as payout opportunities were concurrently reduced.
Hologic, Inc.	03/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hologic, Inc.	03/09/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Hologic, Inc.	03/09/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Hologic, Inc.	03/09/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Honeywell International Inc.	05/19/2023	Management	1	Yes	Elect Director Darius Adamczyk	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Honeywell International Inc.	05/19/2023	Management	2	Yes	Elect Director Duncan Angove	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	3	Yes	Elect Director William S. Ayer	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	4	Yes	Elect Director Kevin Burke	For	For	Against	Against	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	5	Yes	Elect Director D. Scott Davis	For	For	Against	Against	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	6	Yes	Elect Director Deborah Flint	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	7	Yes	Elect Director Vimal Kapur	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	8	Yes	Elect Director Rose Lee	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	9	Yes	Elect Director Grace Lieblein	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	10	Yes	Elect Director Robin L. Washington	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	11	Yes	Elect Director Robin Watson	For	For	For	For	Votes AGAINST D. Scott Davis and Kevin Burke are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Honeywell International Inc.	05/19/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Honeywell International Inc.	05/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee was sufficiently responsive to last year's low say-on-pay vote, engaging with shareholders and disclosing their feedback as well as making a commitment not to repeat the action investors found problematic. Further, sufficient positive factors were found to mitigate the pay-for-performance misalignment for the year in review. CEO pay was elevated partially due to the previous decision to adjust in-progress equity awards, but the committee limited the vesting of the closing cycle award, as promised. Annual incentives were primarily based on financial performance and long-term incentives were targeted to be half performance-based. The committee also returned to a three-year measurement period for performance equity.
Honeywell International Inc.	05/19/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Honeywell International Inc.	05/19/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Honeywell International Inc.	05/19/2023	Shareholder	16	Yes	Issue Environmental Justice Report	Against	Against	For	For	A vote FOR this proposal is warranted, as further disclosure and metrics would help shareholders assess the company's management of environmental justice issues, as well as adequately track progress on these issues.
Horizon Therapeutics Public Limited Company	02/24/2023	Management	2	Yes	Approve Scheme of Arrangement	For	For	For	For	In light of the premium to the unaffected price, the cash form of consideration, which provides liquidity and certainty of value, and the downside risk of non-approval, a vote FOR the merger transaction is warranted.
Horizon Therapeutics Public Limited Company	02/24/2023	Management	1	Yes	Approve Scheme of Arrangement	For	For	For	For	In light of the premium to the unaffected price, the cash form of consideration, which provides liquidity and certainty of value, and the downside risk of non-approval, a vote FOR the merger transaction is warranted.
Horizon Therapeutics Public Limited Company	02/24/2023	Management	2	Yes	Amend Articles of Association	For	For	For	For	A vote FOR this proposal is warranted as the amendments will enable the company to effectively implement the Scheme of Arrangement, which warrants shareholder support.
Horizon Therapeutics Public Limited Company	02/24/2023	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While PSUs will auto-accelerate at the time of the merger transaction, vesting is based on actual performance and RSUs are subject to double-trigger acceleration. In addition, cash severance is double trigger and reasonable based, with no excise tax gross-ups payable.
Horizon Therapeutics Public Limited Company	02/24/2023	Management	4	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted, given that the underlying transaction merits support.
Hormel Foods Corporation	01/31/2023	Management	1	Yes	Elect Director Prama Bhatt	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	2	Yes	Elect Director Gary C. Bhojwani	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	3	Yes	Elect Director Stephen M. Lacy	For	For	Against	Against	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	4	Yes	Elect Director Elsa A. Murano	For	For	Against	Against	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	5	Yes	Elect Director Susan K. Nestegard	For	For	Against	Against	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	6	Yes	Elect Director William A. Newlands	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hormel Foods Corporation	01/31/2023	Management	7	Yes	Elect Director Christopher J. Policinski	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	8	Yes	Elect Director Jose Luis Prado	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	9	Yes	Elect Director Sally J. Smith	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	10	Yes	Elect Director James P. Snee	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	11	Yes	Elect Director Steven A. White	For	For	For	For	Votes AGAINST Stephen (Steve) Lacy, Elsa Murano and Susan Nestegard are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hormel Foods Corporation	01/31/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hormel Foods Corporation	01/31/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, though there are continuing concerns noted regarding the long-term incentive program's rigor.
Hormel Foods Corporation	01/31/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hormel Foods Corporation	01/31/2023	Shareholder	15	Yes	Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains	Against	Against	For	For	A vote FOR this proposal is warranted as there are industry trends towards phasing out usage of antimicrobials in animal-related food production based on evidence that their routine use in food production contributes to the global problem of antibiotic resistance. Additionally, lack of compliance with WHO guidelines could potentially expose the company to both reputational and regulatory risks.
Host Hotels & Resorts, Inc.	05/18/2023	Management	1	Yes	Elect Director Mary L. Baglivo	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	2	Yes	Elect Director Herman E. Bulls	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	3	Yes	Elect Director Diana M. Laing	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	4	Yes	Elect Director Richard E. Marriott	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	5	Yes	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	6	Yes	Elect Director Walter C. Rakowich	For	For	Against	Against	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Host Hotels & Resorts, Inc.	05/18/2023	Management	7	Yes	Elect Director James F. Risoleo	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	8	Yes	Elect Director Gordon H. Smith	For	For	Against	Against	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	9	Yes	Elect Director A. William Stein	For	For	For	For	Votes AGAINST Gordon Smith and Walter Rakowich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Host Hotels & Resorts, Inc.	05/18/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Host Hotels & Resorts, Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are primarily performance-based and utilize a multiyear performance period, although the TSR performance shares merely target median performance.
Host Hotels & Resorts, Inc.	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Howmet Aerospace Inc.	05/17/2023	Management	1	Yes	Elect Director James F. Albaugh	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	2	Yes	Elect Director Amy E. Alving	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	3	Yes	Elect Director Sharon R. Barner	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	4	Yes	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	5	Yes	Elect Director Robert F. Leduc	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	6	Yes	Elect Director David J. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	7	Yes	Elect Director Jody G. Miller	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	8	Yes	Elect Director John C. Plant	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	9	Yes	Elect Director Ulrich R. Schmidt	For	For	For	For	A vote FOR the director nominees is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Howmet Aerospace Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the prior year's relatively low say-on-pay vote and subsequent engagement with shareholders, the company entered into a new letter agreement with CEO Plant that will align his annual cash and equity awards to the schedule of other NEOs starting in FY23 and removes an entitlement to excessive change-in-control severance payments. Additionally, beginning in 2023 the company will revert performance-based equity grants to be measured over a three-year period rather than the average of three one-year periods. While these changes are reflective of shareholder feedback, Plant's letter agreement also continues to provide sizeable incentive award opportunities. Continued monitoring of pay outcomes is warranted.
Howmet Aerospace Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Howmet Aerospace Inc.	05/17/2023	Shareholder	13	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
HP Inc.	04/24/2023	Management	1	Yes	Elect Director Aida M. Alvarez	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HP Inc.	04/24/2023	Management	2	Yes	Elect Director Shumeet Banerji	For	For	Against	Against	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	3	Yes	Elect Director Robert R. Bennett	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	4	Yes	Elect Director Charles "Chip" V. Bergh	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	5	Yes	Elect Director Bruce Broussard	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	6	Yes	Elect Director Stacy Brown-Philpot	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	7	Yes	Elect Director Stephanie A. Burns	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	8	Yes	Elect Director Mary Anne Citrino	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	9	Yes	Elect Director Richard L. Clemmer	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	10	Yes	Elect Director Enrique J. Lores	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	11	Yes	Elect Director Judith "Jami" Miscik	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	12	Yes	Elect Director Kim K.W. Rucker	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	13	Yes	Elect Director Subra Suresh	For	For	For	For	Votes AGAINST Shumeet Banerji are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
HP Inc.	04/24/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HP Inc.	04/24/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were largely based on pre-set objective metrics. In addition, the majority of equity awards were performance-conditioned and utilized multi-year performance periods.
HP Inc.	04/24/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
HP Inc.	04/24/2023	Shareholder	17	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.
Hubbell Incorporated	05/02/2023	Management	1	Yes	Elect Director Gerben W. Bakker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hubbell Incorporated	05/02/2023	Management	2	Yes	Elect Director Carlos M. Cardoso	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/02/2023	Management	3	Yes	Elect Director Anthony J. Guzzi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/02/2023	Management	4	Yes	Elect Director Rhett A. Hernandez	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/02/2023	Management	5	Yes	Elect Director Neal J. Keating	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/02/2023	Management	6	Yes	Elect Director Bonnie C. Lind	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/02/2023	Management	7	Yes	Elect Director John F. Malloy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/02/2023	Management	8	Yes	Elect Director Jennifer M. Pollino	For	For	For	For	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Hubbell Incorporated	05/02/2023	Management	9	Yes	Elect Director John G. Russell	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerben Bakker, Anthony Guzzi, Neal Keating, John Malloy and John Russell are warranted for lack of a majority independent board. WITHHOLD votes for Anthony Guzzi, Neal Keating, John Malloy, and John Russell are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Hubbell Incorporated	05/02/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Hubbell Incorporated	05/02/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Hubbell Incorporated	05/02/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
HubSpot, Inc.	06/06/2023	Management	1	Yes	Elect Director Nick Caldwell	For	For	For	For	A vote AGAINST governance committee member Claire Hughes Johnson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
HubSpot, Inc.	06/06/2023	Management	2	Yes	Elect Director Claire Hughes Johnson	For	Against	Against	Against	A vote AGAINST governance committee member Claire Hughes Johnson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
HubSpot, Inc.	06/06/2023	Management	3	Yes	Elect Director Jay Simons	For	For	For	For	A vote AGAINST governance committee member Claire Hughes Johnson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
HubSpot, Inc.	06/06/2023	Management	4	Yes	Elect Director Yamini Rangan	For	For	For	For	A vote AGAINST governance committee member Claire Hughes Johnson is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
HubSpot, Inc.	06/06/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
HubSpot, Inc.	06/06/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
HubSpot, Inc.	06/06/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Humana Inc.	04/20/2023	Management	1	Yes	Elect Director Raquel C. Bono	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	2	Yes	Elect Director Bruce D. Broussard	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Humana Inc.	04/20/2023	Management	3	Yes	Elect Director Frank A. D'Amelio	For	For	Against	Against	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	4	Yes	Elect Director David T. Feinberg	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	5	Yes	Elect Director Wayne A. I. Frederick	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	6	Yes	Elect Director John W. Garratt	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	7	Yes	Elect Director Kurt J. Hilzinger	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	8	Yes	Elect Director Karen W. Katz	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	9	Yes	Elect Director Marcy S. Klevorn	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	10	Yes	Elect Director William J. McDonald	For	For	Against	Against	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	11	Yes	Elect Director Jorge S. Mesquita	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	12	Yes	Elect Director Brad D. Smith	For	For	For	For	Votes AGAINST Frank D'Amelio and William McDonald are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Humana Inc.	04/20/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Humana Inc.	04/20/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While shareholders could benefit from greater disclosure of certain targets, annual incentives and equity awards are largely tied to objective performance goals.
Humana Inc.	04/20/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Huntington Bancshares Incorporated	04/19/2023	Management	1	Yes	Elect Director Alanna Y. Cotton	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	2	Yes	Elect Director Ann B. (Tanny) Crane	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Huntington Bancshares Incorporated	04/19/2023	Management	3	Yes	Elect Director Gina D. France	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	4	Yes	Elect Director J. Michael Hochschwender	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	5	Yes	Elect Director Richard H. King	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	6	Yes	Elect Director Katherine M. A. (Allie) Kline	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	7	Yes	Elect Director Richard W. Neu	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	8	Yes	Elect Director Kenneth J. Phelan	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	9	Yes	Elect Director David L. Porteous	For	For	Against	Against	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	10	Yes	Elect Director Roger J. Sit	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	11	Yes	Elect Director Stephen D. Steinour	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	12	Yes	Elect Director Jeffrey L. Tate	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	13	Yes	Elect Director Gary Torgow	For	For	For	For	Votes AGAINST David Porteous, Ann (Tanny) Crane and Richard Neu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Bancshares Incorporated	04/19/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Huntington Bancshares Incorporated	04/19/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Huntington Bancshares Incorporated	04/19/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Huntington Ingalls Industries, Inc.	05/02/2023	Management	1	Yes	Elect Director Augustus L. Collins	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntington Ingalls Industries, Inc.	05/02/2023	Management	2	Yes	Elect Director Leo P. Denault	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation											B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	3	Yes	Elect Director Kirkland H. Donald	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	4	Yes	Elect Director Victoria D. Harker	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	5	Yes	Elect Director Frank R. Jimenez	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	6	Yes	Elect Director Christopher D. Kastner	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	7	Yes	Elect Director Anastasia D. Kelly	For	For	Against	Against	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	8	Yes	Elect Director Tracy B. McKibben	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	9	Yes	Elect Director Stephanie L. O'Sullivan	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	10	Yes	Elect Director Thomas C. Schiavelbein	For	For	Against	Against	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	11	Yes	Elect Director John K. Welch	For	For	For	For	Votes AGAINST Anastasia (Stasia) Kelly and Thomas (Tom) Schiavelbein are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there is some concern given the lack of forwardly disclosed metric weightings and targets for performance shares, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	
Huntington Ingalls Industries, Inc.	05/02/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Huntington Ingalls Industries, Inc.	05/02/2023	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.	
Huntsman Corporation	04/21/2023	Management	1	Yes	Elect Director Peter R. Huntsman	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntsman Corporation	04/21/2023	Management	2	Yes	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntsman Corporation	04/21/2023	Management	3	Yes	Elect Director Mary C. Beckerle	For	For	Against	Against	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntsman Corporation	04/21/2023	Management	4	Yes	Elect Director Sonia Dula	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Huntsman Corporation	04/21/2023	Management	5	Yes	Elect Director Curtis E. Espeland	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Huntsman Corporation	04/21/2023	Management	6	Yes	Elect Director Daniele Ferrari	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	7	Yes	Elect Director Jeanne McGovern	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	8	Yes	Elect Director Jose Antonio Munoz Barcelo	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	9	Yes	Elect Director David B. Sewell	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	10	Yes	Elect Director Jan E. Tighe	For	For	For	For	Votes AGAINST Mary Beckerle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Huntsman Corporation	04/21/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Huntsman Corporation	04/21/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Huntsman Corporation	04/21/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Huntsman Corporation	04/21/2023	Management	14	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Huntsman Corporation	04/21/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
IAA, Inc.	03/14/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders who believe the worst-case scenario for IAA is not much below the present share price and prefer the potential rewards of cost control, market share gains, and closing the valuation gap to IAA's closest competitor, would be justified in voting against the merger. However, the merger consideration offers a premium, the deal values IAA at a premium to its unaffected EBITDA multiple, and there does not appear to be an actionable, preferable, strategic alternative, such that cautionary support FOR the merger is warranted.
IAA, Inc.	03/14/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, equity awards will only vest upon a qualifying termination of employment.
IAA, Inc.	03/14/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants cautionary support.

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IAC Inc.	06/15/2023	Management	1	Yes	Elect Director Chelsea Clinton	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	2	Yes	Elect Director Barry Diller	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	3	Yes	Elect Director Michael D. Eisner	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	4	Yes	Elect Director Bonnie S. Hammer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.

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IAC Inc.	06/15/2023	Management	5	Yes	Elect Director Victor A. Kaufman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	6	Yes	Elect Director Joseph Levin	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	7	Yes	Elect Director Bryan Lourd	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	8	Yes	Elect Director David Rosenblatt	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.

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IAC Inc.	06/15/2023	Management	9	Yes	Elect Director Alan G. Spoon	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	10	Yes	Elect Director Alexander von Furstenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	11	Yes	Elect Director Richard F. Zannino	For	Withhold	Withhold	Withhold	WITHHOLD votes for Alan Spoon are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for David Rosenblatt are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are warranted for all incumbent director nominees, in the absence of a governance committee, given that the company maintains a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. WITHHOLD votes are further warranted for Nominating Committee members Michael Eisner and Bonnie Hammer for failing to establish racial/ethnic diversity on the board.
IAC Inc.	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
IAC Inc.	06/15/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
IDACORP, Inc.	05/18/2023	Management	1	Yes	Elect Director Odette C. Bolano	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	2	Yes	Elect Director Richard J. Dahl	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	3	Yes	Elect Director Annette G. Elg	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	4	Yes	Elect Director Lisa A. Grow	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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IDACORP, Inc.	05/18/2023	Management	5	Yes	Elect Director Ronald W. Jibson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	6	Yes	Elect Director Judith A. Johansen	For	For	Withhold	Withhold	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	7	Yes	Elect Director Dennis L. Johnson	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	8	Yes	Elect Director Nate R. Jorgensen	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	9	Yes	Elect Director Jeff C. Kinneveauk	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	10	Yes	Elect Director Susan D. Morris	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	11	Yes	Elect Director Richard J. Navarro	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	12	Yes	Elect Director Mark T. Peters	For	For	For	For	WITHHOLD votes for Richard Dahl and Judith (Judi) Johansen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
IDACORP, Inc.	05/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.
IDACORP, Inc.	05/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
IDACORP, Inc.	05/18/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IDEX Corporation	05/25/2023	Management	1	Yes	Elect Director Katrina L. Helmkamp	For	For	For	For	A vote FOR all director nominees is warranted.
IDEX Corporation	05/25/2023	Management	2	Yes	Elect Director Mark A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
IDEX Corporation	05/25/2023	Management	3	Yes	Elect Director Carl R. Christenson	For	For	For	For	A vote FOR all director nominees is warranted.
IDEX Corporation	05/25/2023	Management	4	Yes	Elect Director Alejandro Quiroz Centeno	For	For	For	For	A vote FOR all director nominees is warranted.
IDEX Corporation	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. There is some concern in the LTI plan where target awards may be earned for merely median TSR performance. However, annual incentives were largely based on pre-set financial measures and performance shares utilize a multi-year measurement period.
IDEX Corporation	05/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
IDEX Corporation	05/25/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A Vote AGAINST this item is warranted as the auditor's tendure at the company exceeds seven years.

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IDEX Corporation	05/25/2023	Shareholder	8	Yes	Report on Hiring of Persons with Arrest or Incarceration Records	Against	Against	For	For	A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives, as they relate to fair chance employment practices.
IDEXX Laboratories, Inc.	05/17/2023	Management	1	Yes	Elect Director Daniel M. Junius	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/17/2023	Management	2	Yes	Elect Director Lawrence D. Kingsley	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/17/2023	Management	3	Yes	Elect Director Sophie V. Vandebroek	For	For	For	For	A vote FOR all director nominees is warranted.
IDEXX Laboratories, Inc.	05/17/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
IDEXX Laboratories, Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although concern is noted about the predominantly time-based long-term incentive awards, annual incentives were primarily determined by pre-set financial metrics and below-target STI payouts were aligned with actual performance.
IDEXX Laboratories, Inc.	05/17/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Illinois Tool Works Inc.	05/05/2023	Management	1	Yes	Elect Director Daniel J. Brutto	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	2	Yes	Elect Director Susan Crown	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	3	Yes	Elect Director Darell L. Ford	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	4	Yes	Elect Director Kelly J. Grier	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	5	Yes	Elect Director James W. Griffith	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Illinois Tool Works Inc.	05/05/2023	Management	6	Yes	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	7	Yes	Elect Director Richard H. Lenny	For	For	For	For	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	8	Yes	Elect Director E. Scott Santi	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	9	Yes	Elect Director David B. Smith, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	10	Yes	Elect Director Pamela B. Strobel	For	For	Against	Against	Votes AGAINST non-independent nominees E. Scott Santi, Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are warranted for lack of a majority independent board. Votes AGAINST Daniel Brutto, Susan Crown, James Griffith, David Smith Jr. and Pamela Strobel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Illinois Tool Works Inc.	05/05/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the majority of CEO pay is conditioned on clearly disclosed objective performance metrics and CEO pay is reasonably aligned with company performance.
Illinois Tool Works Inc.	05/05/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Illinois Tool Works Inc.	05/05/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Illinois Tool Works Inc.	05/05/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

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Illumina, Inc.	05/25/2023	Management	3	Yes	Elect Management Nominee Director Frances Arnold	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	4	Yes	Elect Management Nominee Director Francis A. deSouza	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	5	Yes	Elect Management Nominee Director Caroline D. Dorsa	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	6	Yes	Elect Management Nominee Director Robert S. Epstein	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	7	Yes	Elect Management Nominee Director Scott Gottlieb	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.

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Illumina, Inc.	05/25/2023	Management	8	Yes	Elect Management Nominee Director Gary S. Guthart	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	9	Yes	Elect Management Nominee Director Philip W. Schiller	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	10	Yes	Elect Management Nominee Director Susan E. Siegel	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	11	Yes	Elect Management Nominee Director John W. Thompson	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Shareholder	12	Yes	Elect Dissident Nominee Director Vincent J. Intrieri	Against	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.

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Illumina, Inc.	05/25/2023	Shareholder	13	Yes	Elect Dissident Nominee Director Jesse A. Lynn	Against	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Shareholder	14	Yes	Elect Dissident Nominee Director Andrew J. Teno	Against	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.

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Illumina, Inc.	05/25/2023	Management	18	Yes	Amend Omnibus Stock Plan	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Shareholder	21	Yes	Elect Dissident Nominee Director Vincent J. Intrieri	For	Withhold	Withhold	Withhold	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Shareholder	22	Yes	Elect Dissident Nominee Director Jesse A. Lynn	For	Withhold	Withhold	Withhold	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Shareholder	23	Yes	Elect Dissident Nominee Director Andrew J. Teno	For	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	24	Yes	Elect Management Nominee Director Frances Arnold	None	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.

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Illumina, Inc.	05/25/2023	Management	25	Yes	Elect Management Nominee Director Caroline D. Dorsa	None	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	26	Yes	Elect Management Nominee Director Scott Gottlieb	None	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	27	Yes	Elect Management Nominee Director Gary S. Guthart	None	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	28	Yes	Elect Management Nominee Director Philip W. Schiller	None	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	29	Yes	Elect Management Nominee Director Susan E. Siegel	None	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.

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Illumina, Inc.	05/25/2023	Management	30	Yes	Elect Management Nominee Director Francis A. deSouza	Against	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	31	Yes	Elect Management Nominee Director Robert S. Epstein	Against	For	For	For	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	32	Yes	Elect Management Nominee Director John W. Thompson	Against	Withhold	Withhold	Withhold	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.
Illumina, Inc.	05/25/2023	Management	33	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Illumina, Inc.	05/25/2023	Management	34	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Significant concerns are raised regarding the special, one-time stock options award made to the CEO. Specifically, the special awards do not carry performance vesting criteria, and these concerns are magnified by the size of the CEO's award, valued by the company at \$12.5 million. Moreover, although the annual LTI is primarily linked to multi-year performance goals, the proxy does not disclose forward-looking EPS targets for the performance shares granted during the year under review, which prevents investors from fully assessing goal rigor.
Illumina, Inc.	05/25/2023	Management	35	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Illumina, Inc.	05/25/2023	Management	36	Yes	Amend Omnibus Stock Plan	None	For	For	For	A vote FOR this proposal is warranted as the company's potential Voting Power Dilution (VPD) for all incentive plans of 6.76 percent is acceptable.
Incyte Corporation	06/14/2023	Management	1	Yes	Elect Director Julian C. Baker	For	For	Against	Against	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	2	Yes	Elect Director Jean-Jacques Bienaime	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Incyte Corporation	06/14/2023	Management	3	Yes	Elect Director Otis W. Brawley	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	4	Yes	Elect Director Paul J. Clancy	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	5	Yes	Elect Director Jacquelyn A. Fouse	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	6	Yes	Elect Director Edmund P. Harrigan	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	7	Yes	Elect Director Katherine A. High	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	8	Yes	Elect Director Herve Hoppenot	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	9	Yes	Elect Director Susanne Schaffert	For	For	For	For	Votes AGAINST Julian Baker are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Incyte Corporation	06/14/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the concerns raised with respect to the tax gross-up for the CEO's financial/tax advisory services.
Incyte Corporation	06/14/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Incyte Corporation	06/14/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The company's three-year average burn rate is excessive.
Incyte Corporation	06/14/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Incyte Corporation	06/14/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingersoll Rand Inc.	06/15/2023	Management	1	Yes	Elect Director Vicente Reynal	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	2	Yes	Elect Director William P. Donnelly	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	3	Yes	Elect Director Kirk E. Arnold	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	4	Yes	Elect Director Gary D. Forsee	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	5	Yes	Elect Director Jennifer Hartsock	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	6	Yes	Elect Director John Humphrey	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	7	Yes	Elect Director Marc E. Jones	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	8	Yes	Elect Director Mark Stevenson	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	9	Yes	Elect Director Michael Stubblefield	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	10	Yes	Elect Director Tony L. White	For	For	For	For	A vote FOR the director nominees is warranted.
Ingersoll Rand Inc.	06/15/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.

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Ingersoll Rand Inc.	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives were based on financial performance, specific targets and actual quantified results were not disclosed, hindering investors' ability to analyze goal rigor. Further, for FY22, the committee used discretion to increase payouts, including to the CEO. More concerning however, is a special grant made to CEO Reynal, with limited rationale. While the award is contingent upon rigorous performance goals, the magnitude is outsized and grant values disclosed in proxy pay tables do not yet include additional stock options that were granted in early 2023. The award also appears to be made in addition to regular annual grants, as the CEO also received an annual equity award in FY22.
Ingersoll Rand Inc.	06/15/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ingredion Incorporated	05/19/2023	Management	1	Yes	Elect Director David B. Fischer	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	2	Yes	Elect Director Paul Hanrahan	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	3	Yes	Elect Director Rhonda L. Jordan	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	4	Yes	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	5	Yes	Elect Director Charles V. Magro	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Ingredion Incorporated	05/19/2023	Management	6	Yes	Elect Director Victoria J. Reich	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	7	Yes	Elect Director Catherine A. Suever	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	8	Yes	Elect Director Stephan B. Tanda	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	9	Yes	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	10	Yes	Elect Director Patricia Verduin	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	11	Yes	Elect Director Dwayne A. Wilson	For	For	Against	Against	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	12	Yes	Elect Director James P. Zallie	For	For	For	For	Votes AGAINST Gregory Kenny, Paul Hanrahan, and Dwayne Wilson are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Gregory Kenny are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ingredion Incorporated	05/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ingredion Incorporated	05/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ingredion Incorporated	05/19/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ingredion Incorporated	05/19/2023	Management	16	Yes	Amend Bylaws to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Ingredion Incorporated	05/19/2023	Management	17	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Insulet Corporation	05/23/2023	Management	1	Yes	Elect Director Luciana Borio	For	For	For	For	A vote FOR all director nominees is warranted.
Insulet Corporation	05/23/2023	Management	2	Yes	Elect Director Michael R. Minogue	For	For	For	For	A vote FOR all director nominees is warranted.
Insulet Corporation	05/23/2023	Management	3	Yes	Elect Director Corinne H. Nevinny	For	For	For	For	A vote FOR all director nominees is warranted.
Insulet Corporation	05/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. The annual incentive plan is predominantly based on pre-set objective measures. LTI awards are primarily performance-conditioned for the CEO, with the exception of the new CEO's sign-on equity grant in FY22.
Insulet Corporation	05/23/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Insulet Corporation	05/23/2023	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	1	Yes	Elect Director Jan De Witte	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	2	Yes	Elect Director Keith Bradley	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	3	Yes	Elect Director Shaundra D. Clay	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	4	Yes	Elect Director Stuart M. Essig	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Integra LifeSciences Holdings Corporation	05/12/2023	Management	5	Yes	Elect Director Barbara B. Hill	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	6	Yes	Elect Director Renee W. Lo	For	For	For	For	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	7	Yes	Elect Director Raymond G. Murphy	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	8	Yes	Elect Director Christian S. Schade	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Essig, Jan De Witte, Keith Bradley, Raymond Murphy and Christian Schade are warranted for lack of a majority independent board. Votes AGAINST Keith Bradley, Raymond Murphy and Christian Schade are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.
Integra LifeSciences Holdings Corporation	05/12/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Intel Corporation	05/11/2023	Management	1	Yes	Elect Director Patrick P. Gelsinger	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	2	Yes	Elect Director James J. Goetz	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	3	Yes	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	4	Yes	Elect Director Alyssa H. Henry	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	5	Yes	Elect Director Omar Ishrak	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	6	Yes	Elect Director Risa Lavizzo-Mourey	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	7	Yes	Elect Director Tsu-Jae King Liu	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Intel Corporation	05/11/2023	Management	8	Yes	Elect Director Barbara G. Novick	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	9	Yes	Elect Director Gregory D. Smith	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	10	Yes	Elect Director Lip-Bu Tan	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	11	Yes	Elect Director Dion J. Weisler	For	For	For	For	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	12	Yes	Elect Director Frank D. Yeary	For	For	Against	Against	Votes AGAINST Frank Yeary are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intel Corporation	05/11/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intel Corporation	05/11/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the large magnitude of the financial planning and automobile-related perquisites provided to the CEO.
Intel Corporation	05/11/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 9.51 percent is acceptable.
Intel Corporation	05/11/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Intel Corporation	05/11/2023	Shareholder	17	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Intel Corporation	05/11/2023	Shareholder	18	Yes	Publish Third Party Review of Intel's China Business ESG Congruence	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and other high risk markets and it has policies in place that seem to address human rights concerns raised by the proponent.
Interactive Brokers Group, Inc.	04/20/2023	Management	1	Yes	Elect Director Thomas Peterffy	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.

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Interactive Brokers Group, Inc.	04/20/2023	Management	2	Yes	Elect Director Earl H. Nemser	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.
Interactive Brokers Group, Inc.	04/20/2023	Management	3	Yes	Elect Director Milan Galik	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.
Interactive Brokers Group, Inc.	04/20/2023	Management	4	Yes	Elect Director Paul J. Brody	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.
Interactive Brokers Group, Inc.	04/20/2023	Management	5	Yes	Elect Director Lawrence E. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.

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Interactive Brokers Group, Inc.	04/20/2023	Management	6	Yes	Elect Director Philip Uhde	For	For	For	For	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.
Interactive Brokers Group, Inc.	04/20/2023	Management	7	Yes	Elect Director William Peterffy	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.
Interactive Brokers Group, Inc.	04/20/2023	Management	8	Yes	Elect Director Nicole Yuen	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.
Interactive Brokers Group, Inc.	04/20/2023	Management	9	Yes	Elect Director Jill Bright	For	Against	Against	Against	Votes AGAINST non-independent nominees Thomas Peterffy, Milan Galik, Lawrence Harris, Jill Bright, Paul Brody, Earl Nemser, William (Will) Peterffy and Shuk Kam (Nicole) Yuen are warranted for lack of a majority independent board. Votes AGAINST Thomas Peterffy, Milan Galik, Lawrence Harris, Earl Nemser and Shuk Kam (Nicole) Yuen are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee members Thomas Peterffy, Earl Nemser, and Nicole Yuen are further warranted for maintaining a multi-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset. A vote FOR Philip Uhde is warranted.
Interactive Brokers Group, Inc.	04/20/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Interactive Brokers Group, Inc.	04/20/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Interactive Brokers Group, Inc.	04/20/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Interactive Brokers Group, Inc.	04/20/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the plan permits cash buyout of awards without shareholder approval (overriding factor).
Intercontinental Exchange, Inc.	05/19/2023	Management	1	Yes	Elect Director Sharon Y. Bowen	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	2	Yes	Elect Director Shantella E. Cooper	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	3	Yes	Elect Director Duriya M. Farooqui	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	4	Yes	Elect Director The Right Hon. the Lord Hague of Richmond	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	5	Yes	Elect Director Mark F. Mulhern	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	6	Yes	Elect Director Thomas E. Noonan	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	7	Yes	Elect Director Caroline L. Silver	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	8	Yes	Elect Director Jeffrey C. Sprecher	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	9	Yes	Elect Director Judith A. Sprieser	For	For	Against	Against	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	10	Yes	Elect Director Martha A. Tirinnanzi	For	For	For	For	Votes AGAINST Judith (Judy) Sprieser are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intercontinental Exchange, Inc.	05/19/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. A majority of short- and long-term incentives are based on objective performance criteria, with performance targets set above corresponding targets and actual performance for the previous year. However, executives can receive target payouts of TSR-based PSUs for performance at the index median, which shareholders typically do not view as a particularly rigorous goal, and there does not appear to be a cap on payouts in the event that absolute TSR is negative.
Intercontinental Exchange, Inc.	05/19/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Intercontinental Exchange, Inc.	05/19/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Intercontinental Exchange, Inc.	05/19/2023	Shareholder	14	Yes	Amend Right to Call Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company's requirement that a special meeting request be formally submitted by a record holder is commonplace, consistent with applicable rules and regulations, and not deemed to be problematic.
International Business Machines Corporation	04/25/2023	Management	1	Yes	Elect Director Thomas Buberl	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	2	Yes	Elect Director David N. Farr	For	For	Against	Against	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	3	Yes	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	4	Yes	Elect Director Michelle J. Howard	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	5	Yes	Elect Director Arvind Krishna	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	6	Yes	Elect Director Andrew N. Liveris	For	For	Against	Against	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	7	Yes	Elect Director F. William McNabb, III	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	8	Yes	Elect Director Martha E. Pollack	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	9	Yes	Elect Director Joseph R. Swedish	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
International Business Machines Corporation	04/25/2023	Management	10	Yes	Elect Director Peter R. Voser	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	11	Yes	Elect Director Frederick H. Waddell	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	12	Yes	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST David Farr and Andrew Liveris are warranted for serving as non-independent members of a key board committee. Votes AGAINST Andrew Liveris are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
International Business Machines Corporation	04/25/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Business Machines Corporation	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company provides excessive amount for the CEO's personal aircraft use and aggregate miscellaneous perquisites.
International Business Machines Corporation	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
International Business Machines Corporation	04/25/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
International Business Machines Corporation	04/25/2023	Shareholder	17	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
International Business Machines Corporation	04/25/2023	Shareholder	18	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and has policies in place that address human rights concerns raised by the proponent.
International Business Machines Corporation	04/25/2023	Shareholder	19	Yes	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure due to the ongoing scrutiny over the company's harassment and discrimination issues involving protected classes of employees. Increased transparency would help shareholders to fully assess how the company is managing associated risks.
International Flavors & Fragrances Inc.	05/03/2023	Management	1	Yes	Elect Director Kathryn J. Boor	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	2	Yes	Elect Director Barry A. Bruno	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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International Flavors & Fragrances Inc.	05/03/2023	Management	3	Yes	Elect Director Frank K. Clyburn, Jr.	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	4	Yes	Elect Director Mark J. Costa	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	5	Yes	Elect Director Carol Anthony (John) Davidson	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	6	Yes	Elect Director Roger W. Ferguson, Jr.	For	For	Against	Against	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	7	Yes	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	8	Yes	Elect Director Christina Gold	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	9	Yes	Elect Director Gary Hu	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	10	Yes	Elect Director Kevin O'Byrne	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	11	Yes	Elect Director Dawn C. Willoughby	For	For	For	For	Votes AGAINST Roger Ferguson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Flavors & Fragrances Inc.	05/03/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Flavors & Fragrances Inc.	05/03/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time, and payouts under both the annual and long-term incentive programs are commensurate with company performance and shareholder outcomes.
International Flavors & Fragrances Inc.	05/03/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
International Paper Company	05/08/2023	Management	1	Yes	Elect Director Christopher M. Connor	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	2	Yes	Elect Director Ahmet C. Dorduncu	For	For	Against	Against	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	3	Yes	Elect Director Ilene S. Gordon	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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International Paper Company	05/08/2023	Management	4	Yes	Elect Director Anders Gustafsson	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	5	Yes	Elect Director Jacqueline C. Hinman	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	6	Yes	Elect Director Clinton A. Lewis, Jr.	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	7	Yes	Elect Director Donald G. (DG) Macpherson	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	8	Yes	Elect Director Kathryn D. Sullivan	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	9	Yes	Elect Director Mark S. Sutton	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	10	Yes	Elect Director Anton V. Vincent	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	11	Yes	Elect Director Ray G. Young	For	For	For	For	Votes AGAINST Ahmet Cemal Dorduncu are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
International Paper Company	05/08/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
International Paper Company	05/08/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual and long-term incentives are based on objective financial performance metrics and were earned below target during the year in review, aligned with company performance.
International Paper Company	05/08/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
International Paper Company	05/08/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
International Paper Company	05/08/2023	Shareholder	16	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company has minimal operations in China, sells products that are likely less vulnerable to U.S. trade restrictions, and provides some disclosure on its human rights policies and commitments.

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Intuit Inc.	01/19/2023	Management	1	Yes	Elect Director Eve Burton	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	2	Yes	Elect Director Scott D. Cook	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	3	Yes	Elect Director Richard L. Dalzell	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	4	Yes	Elect Director Sasan K. Goodarzi	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	5	Yes	Elect Director Deborah Liu	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	6	Yes	Elect Director Tekedra Mawakana	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	7	Yes	Elect Director Suzanne Nora Johnson	For	For	Against	Against	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	8	Yes	Elect Director Thomas Szkutak	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	9	Yes	Elect Director Raul Vazquez	For	For	For	For	Votes AGAINST Suzanne Nora Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuit Inc.	01/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.
Intuit Inc.	01/19/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intuit Inc.	01/19/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Intuitive Surgical, Inc.	04/27/2023	Management	1	Yes	Elect Director Craig H. Barratt	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	2	Yes	Elect Director Joseph C. Beery	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Intuitive Surgical, Inc.	04/27/2023	Management	3	Yes	Elect Director Gary S. Guthart	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	4	Yes	Elect Director Amal M. Johnson	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	5	Yes	Elect Director Don R. Kania	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	6	Yes	Elect Director Amy L. Ladd	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	7	Yes	Elect Director Keith R. Leonard, Jr.	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	8	Yes	Elect Director Alan J. Levy	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	9	Yes	Elect Director Jami Dover Nachtsheim	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	10	Yes	Elect Director Monica P. Reed	For	For	For	For	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	11	Yes	Elect Director Mark J. Rubash	For	For	Against	Against	Votes AGAINST Craig Barratt, Amal Johnson, Alan Levy and Mark Rubash are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Intuitive Surgical, Inc.	04/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. That being said, concerns exist related to the lack of disclosure of target goals in the long-term incentive plan and the use of a discretionary assessment in the short-term plan.
Intuitive Surgical, Inc.	04/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Intuitive Surgical, Inc.	04/27/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Intuitive Surgical, Inc.	04/27/2023	Shareholder	15	Yes	Report on Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the unadjusted median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
Invesco Ltd.	05/25/2023	Management	1	Yes	Elect Director Sarah E. Beshar	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	2	Yes	Elect Director Thomas M. Finke	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.

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Invesco Ltd.	05/25/2023	Management	3	Yes	Elect Director Martin L. Flanagan	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	4	Yes	Elect Director Thomas (Todd) P. Gibbons	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	5	Yes	Elect Director William (Bill) F. Glavin, Jr.	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	6	Yes	Elect Director Elizabeth (Beth) S. Johnson	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	7	Yes	Elect Director Denis Kessler	For	For	Against	Against	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	8	Yes	Elect Director Nigel Sheinwald	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	9	Yes	Elect Director Paula C. Tolliver	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	10	Yes	Elect Director G. Richard (Rick) Wagoner, Jr.	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	11	Yes	Elect Director Christopher C. Womack	For	For	For	For	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	12	Yes	Elect Director Phoebe A. Wood	For	For	Against	Against	Votes AGAINST Denis Kessler and Phoebe Wood are warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted at this time.
Invesco Ltd.	05/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern regarding the annual incentive award determination process, which incorporates a significant degree of discretion, and the lack of certain key disclosures, most notably threshold and maximum financial goals. However, these concerns have not contributed to a quantitative pay-for-performance misalignment for the year in review and the decrease in CEO performance year pay is directionally aligned with generally weaker company performance in FY22. Additionally, the majority of long-term incentives are based on clearly-disclosed multi-year goals, the LTI's relative TSR metric targets outperformance and performance shares are capped at target if absolute TSR is negative. On balance, a cautionary vote FOR this proposal is warranted. Continued close monitoring of the incentive determination structure and pay outcomes is warranted, particularly given the recently announced CEO transition.
Invesco Ltd.	05/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Invesco Ltd.	05/25/2023	Management	15	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Invesco Ltd.	05/25/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Invitation Homes, Inc.	05/17/2023	Management	1	Yes	Elect Director Michael D. Fascitelli	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	2	Yes	Elect Director Dallas B. Tanner	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	3	Yes	Elect Director Jana Cohen Barbe	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	4	Yes	Elect Director Richard D. Bronson	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	5	Yes	Elect Director Jeffrey E. Kelter	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	6	Yes	Elect Director Joseph D. Margolis	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	7	Yes	Elect Director John B. Rhea	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	8	Yes	Elect Director Janice L. Sears	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	9	Yes	Elect Director Frances Aldrich Sevilla-Sacasa	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	10	Yes	Elect Director Keith D. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
Invitation Homes, Inc.	05/17/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Invitation Homes, Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment is driven by the value of the CEO's "outperformance" equity award, which the company grants periodically, and which is supplemental to his regular annual LTI awards. Although the award is based on multi-year TSR goals, a "lock-in" feature allows at least a portion of the award to be earned at two different measurement dates, reducing the rigor of the award. Moreover, the FY22 outperformance award was granted one day after the end of the measurement period for his FY19 outperformance award, raising concerns over the use of frequent non-annual equity awards to boost pay opportunities.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	1	Yes	Elect Director Spencer R. Berthelsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Wender, Spencer Berthelsen and B. Lynne Parshall are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Joe) Wender and Spencer Berthelsen are also warranted for serving as non-independent members of a key board committee. A vote FOR Joan E. Herman is warranted.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	2	Yes	Elect Director Joan E. Herman	For	For	For	For	WITHHOLD votes for non-independent nominees Joseph (Joe) Wender, Spencer Berthelsen and B. Lynne Parshall are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Joe) Wender and Spencer Berthelsen are also warranted for serving as non-independent members of a key board committee. A vote FOR Joan E. Herman is warranted.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	3	Yes	Elect Director B. Lynne Parshall	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Wender, Spencer Berthelsen and B. Lynne Parshall are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Joe) Wender and Spencer Berthelsen are also warranted for serving as non-independent members of a key board committee. A vote FOR Joan E. Herman is warranted.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	4	Yes	Elect Director Joseph H. Wender	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joseph (Joe) Wender, Spencer Berthelsen and B. Lynne Parshall are warranted for lack of a majority independent board. WITHHOLD votes for Joseph (Joe) Wender and Spencer Berthelsen are also warranted for serving as non-independent members of a key board committee. A vote FOR Joan E. Herman is warranted.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Ionis Pharmaceuticals, Inc.	06/01/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	8	Yes	Amend Non-Employee Director Stock Option Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
IPG Photonics Corporation	05/23/2023	Management	1	Yes	Elect Director Gregory Beecher	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	2	Yes	Elect Director Michael Child	For	For	Against	Against	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	3	Yes	Elect Director Jeanmarie Desmond	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	4	Yes	Elect Director Gregory Dougherty	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	5	Yes	Elect Director Eric Meurice	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	6	Yes	Elect Director Natalia Pavlova	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	7	Yes	Elect Director John Peeler	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	8	Yes	Elect Director Eugene Scherbakov	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	9	Yes	Elect Director Felix Stukalin	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	10	Yes	Elect Director Agnes Tang	For	For	For	For	Votes AGAINST Michael Child are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
IPG Photonics Corporation	05/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some disclosure concerns are noted under both incentive programs, annual incentives were primarily determined by pre-set objective metrics, and half of the long-term incentives are performance conditioned with multi-year performance periods. In addition, below-target payouts under both programs were generally aligned with financial and TSR underperformance for the period in review.
IPG Photonics Corporation	05/23/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
IPG Photonics Corporation	05/23/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
IPG Photonics Corporation	05/23/2023	Management	14	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
IPG Photonics Corporation	05/23/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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IQVIA Holdings Inc.	04/18/2023	Management	1	Yes	Elect Director Carol J. Burt	For	For	For	For	A vote FOR all director nominees is warranted.
IQVIA Holdings Inc.	04/18/2023	Management	2	Yes	Elect Director Colleen A. Goggins	For	For	For	For	A vote FOR all director nominees is warranted.
IQVIA Holdings Inc.	04/18/2023	Management	3	Yes	Elect Director Sheila A. Stamps	For	For	For	For	A vote FOR all director nominees is warranted.
IQVIA Holdings Inc.	04/18/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.
IQVIA Holdings Inc.	04/18/2023	Management	5	Yes	Provide Right to Call a Special Meeting at a 25 Percent Ownership Threshold	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
IQVIA Holdings Inc.	04/18/2023	Shareholder	6	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as the right to call special meetings at a 10 percent ownership threshold would enhance shareholders' rights and the precatory proposal inherently affords the board flexibility to maintain appropriate safeguards against abuse.
IQVIA Holdings Inc.	04/18/2023	Shareholder	7	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
IQVIA Holdings Inc.	04/18/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Iron Mountain Incorporated	05/09/2023	Management	1	Yes	Elect Director Jennifer Allerton	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	2	Yes	Elect Director Pamela M. Arway	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	3	Yes	Elect Director Clarke H. Bailey	For	For	Against	Against	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	4	Yes	Elect Director Kent P. Dauten	For	For	Against	Against	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	5	Yes	Elect Director Monte Ford	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	6	Yes	Elect Director Robin L. Matlock	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	7	Yes	Elect Director William L. Meaney	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	8	Yes	Elect Director Wendy J. Murdock	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	9	Yes	Elect Director Walter C. Rakowich	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Iron Mountain Incorporated	05/09/2023	Management	10	Yes	Elect Director Doyle R. Simons	For	For	For	For	Votes AGAINST Clarke Bailey and Kent Dauten are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Iron Mountain Incorporated	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns with the LTI program. Operational PSUs under the core plan utilize annual measurement periods and there is a second vesting route which provides for exceedingly high vesting opportunities. Additionally, the relative TSR metric targets median and forward-looking operational PSU goals are not disclosed. However, pay and performance are reasonably aligned for the year in review. Additionally, STI awards are predominantly based on pre-set goals, and the large majority of LTI awards are performance-conditioned. Further PSUs include a vesting cap if absolute TSR is negative. On balance, a vote FOR this proposal is warranted, with caution. Continued close monitoring of the LTI program structure, disclosure, and payouts is warranted.
Iron Mountain Incorporated	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Iron Mountain Incorporated	05/09/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/10/2023	Management	1	Yes	Elect Director Donald DeFosset, Jr.	For	For	Withhold	Withhold	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	2	Yes	Elect Director Nicholas C. Fanandakis	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	3	Yes	Elect Director Richard P. Lavin	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	4	Yes	Elect Director Rebecca A. McDonald	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	5	Yes	Elect Director Timothy H. Powers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	6	Yes	Elect Director Luca Savi	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	7	Yes	Elect Director Cheryl L. Shavers	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	8	Yes	Elect Director Sabrina Soussan	For	For	For	For	Votes AGAINST Donald (Don) DeFosset Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ITT Inc.	05/10/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ITT Inc.	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
ITT Inc.	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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ITT Inc.	05/10/2023	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
ITT Inc.	05/10/2023	Shareholder	13	Yes	Amend Governing Documents Regarding Requirements to Call for a Special Meeting	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. There appears to be no compelling reason to support this shareholder proposal as the holder of record requirement is common, not especially problematic, and consistent with SEC requirements.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	1	Yes	Elect Director Francesca M. Edwardson	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	2	Yes	Elect Director Wayne Garrison	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	3	Yes	Elect Director Sharilyn S. Gasaway	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	4	Yes	Elect Director Thad (John B., III) Hill	For	For	For	For	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	5	Yes	Elect Director Bryan Hunt	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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J.B. Hunt Transport Services, Inc.	04/27/2023	Management	6	Yes	Elect Director Persio Lisboa	For	For	For	For	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	7	Yes	Elect Director John N. Roberts, III	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	8	Yes	Elect Director James L. Robo	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	9	Yes	Elect Director Kirk Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees James Thompson, John Roberts III, James Robo, Francesca Edwardson, Wayne Garrison, Sharilyn Gasaway and Johnnie Bryan Hunt Jr. are warranted for lack of a majority independent board. Votes AGAINST James Robo, Francesca Edwardson and Sharilyn Gasaway are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives appear to be entirely performance based. However, concerns remain regarding certain elements of the long-term incentive plan, including lack of disclosure of targets and results as well as the utilization of an annual performance period for the majority of the long-term incentives.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Jabil Inc.	01/26/2023	Management	1	Yes	Elect Director Anousheh Ansari	For	For	For	For	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Jabil Inc.	01/26/2023	Management	2	Yes	Elect Director Christopher S. Holland	For	For	For	For	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/26/2023	Management	3	Yes	Elect Director Mark T. Mondello	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/26/2023	Management	4	Yes	Elect Director John C. Plant	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/26/2023	Management	5	Yes	Elect Director Steven A. Raymund	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/26/2023	Management	6	Yes	Elect Director Thomas A. Sansone	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/26/2023	Management	7	Yes	Elect Director David M. Stout	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Jabil Inc.	01/26/2023	Management	8	Yes	Elect Director Kathleen A. Walters	For	For	For	For	Votes AGAINST non-independent nominees Mark Mondello, Steven Raymund, Thomas Sansone and David Stout are warranted for lack of a majority independent board. Votes AGAINST Steven Raymund, Thomas Sansone and David Stout are also warranted for serving as non-independent members of a key board committee. Votes AGAINST John Plant are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Jabil Inc.	01/26/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jabil Inc.	01/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jacobs Solutions, Inc.	01/24/2023	Management	1	Yes	Elect Director Steven J. Demetriou	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	2	Yes	Elect Director Christopher M.T. Thompson	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	3	Yes	Elect Director Priya Abani	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	4	Yes	Elect Director Vincent K. Brooks	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	5	Yes	Elect Director Ralph E. ("Ed") Eberhart	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	6	Yes	Elect Director Manny Fernandez	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	7	Yes	Elect Director Georgette D. Kiser	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	8	Yes	Elect Director Barbara L. Loughran	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	9	Yes	Elect Director Robert A. McNamara	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	10	Yes	Elect Director Robert V. Pragada	For	For	For	For	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	11	Yes	Elect Director Peter J. Robertson	For	For	Against	Against	Votes AGAINST Peter Robertson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jacobs Solutions, Inc.	01/24/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Jacobs Solutions, Inc.	01/24/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Jacobs Solutions, Inc.	01/24/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Jacobs Solutions, Inc.	01/24/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Jamf Holding Corp.	05/23/2023	Management	1	Yes	Elect Director Andre Durand	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Vina Leite given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Jamf Holding Corp.	05/23/2023	Management	2	Yes	Elect Director Kevin Klausmeyer	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Vina Leite given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Jamf Holding Corp.	05/23/2023	Management	3	Yes	Elect Director Vina M. Leite	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Vina Leite given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Jamf Holding Corp.	05/23/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns raised with respect to the lack of performance vesting conditions for equity awards, above-median benchmarking, and a lack of risk mitigators.
Jamf Holding Corp.	05/23/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Janus Henderson Group Plc	05/03/2023	Management	1	Yes	Elect Director Brian Baldwin	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	2	Yes	Elect Director John Cassaday	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	3	No	Elect Director Alison Davis "Withdrawn Resolution"					A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	4	Yes	Elect Director Kalpana Desai	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	5	Yes	Elect Director Ali Dibadj	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	6	Yes	Elect Director Kevin Dolan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	7	Yes	Elect Director Eugene Flood, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	8	Yes	Elect Director Ed Garden	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	9	Yes	Elect Director Alison Quirk	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	10	Yes	Elect Director Angela Seymour-Jackson	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	11	Yes	Elect Director Anne Sheehan	For	For	For	For	A vote FOR the director nominees is warranted.
Janus Henderson Group Plc	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Janus Henderson Group Plc	05/03/2023	Management	13	Yes	Authorise Market Purchase of Ordinary Shares	For	For	For	For	A vote FOR this proposal is warranted, as the proposed amount and duration are within recommended limits.
Janus Henderson Group Plc	05/03/2023	Management	14	Yes	Authorise Market Purchase of CDIs	For	For	For	For	A vote FOR this proposal is warranted, as the proposed amount and duration are within recommended limits.
Janus Henderson Group Plc	05/03/2023	Management	15	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorise Audit Committee to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
JBG SMITH Properties	05/04/2023	Management	1	Yes	Elect Director Phyllis R. Caldwell	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	2	Yes	Elect Director Scott A. Estes	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	3	Yes	Elect Director Alan S. Forman	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	4	Yes	Elect Director Michael J. Glosserman	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	5	Yes	Elect Director W. Matthew Kelly	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	6	Yes	Elect Director Alisa M. Mall	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	7	Yes	Elect Director Carol A. Melton	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	8	Yes	Elect Director William J. Mulrow	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	9	Yes	Elect Director D. Ellen Shuman	For	For	For	For	A vote FOR the proposed director nominees is warranted.
JBG SMITH Properties	05/04/2023	Management	10	Yes	Elect Director Robert A. Stewart	For	For	For	For	A vote FOR the proposed director nominees is warranted.

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JBG SMITH Properties	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The Compensation Committee demonstrated adequate responsiveness to shareholder concerns following last year's low say-on-pay vote result. The company engaged with investors following the annual meeting, specific shareholder feedback is disclosed, and changes to the compensation program, including changes to the STI program detailed in a supplemental filing, appear to address shareholder concerns. There are some pay program concerns which warrant continued close monitoring. Specifically, the structure of the STI program makes it difficult to assess goal rigor, and the rigor of appreciation-based LTIP units is questionable over the ten-year term of the award, particularly given that the structure replaces a relative TSR metric which targeted outperformance. Nevertheless, the STI is predominantly based on quantified goals, and the supplemental filing details some disclosure and structural improvements for the FY23 STI program (though this will be analyzed next year in the context of FY23 pay decisions). Further, half of LTI awards are performance-conditioned, and closing cycle equity awards vested below target, in line with company performance, mitigating pay-for-performance concerns. Accordingly, a vote FOR this proposal is warranted, with caution. Given certain STI and LTI concerns noted above and forward-looking pay program changes, continued close monitoring is warranted.
JBG SMITH Properties	05/04/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Jefferies Financial Group Inc.	03/29/2023	Management	1	Yes	Elect Director Linda L. Adamany	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	2	Yes	Elect Director Barry J. Alperin	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	3	Yes	Elect Director Robert D. Beyer	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	4	Yes	Elect Director Matrice Ellis Kirk	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	5	Yes	Elect Director Brian P. Friedman	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.

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Jefferies Financial Group Inc.	03/29/2023	Management	6	Yes	Elect Director MaryAnne Gilmartin	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	7	Yes	Elect Director Richard B. Handler	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	8	Yes	Elect Director Thomas W. Jones	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	9	Yes	Elect Director Jacob M. Katz	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	10	Yes	Elect Director Michael T. O'Kane	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	11	Yes	Elect Director Joseph S. Steinberg	For	For	For	For	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.
Jefferies Financial Group Inc.	03/29/2023	Management	12	Yes	Elect Director Melissa V. Weiler	For	For	Against	Against	Votes AGAINST incumbent audit committee members Linda Adamany, Barry Alperin, Thomas (Tom) Jones, Melissa Weiler, and Jacob (Jack) Katz are warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR the remaining director nominees is warranted.

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Jefferies Financial Group Inc.	03/29/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The company demonstrated sufficient responsiveness to last year's low support for this proposal by disclosing engagement efforts, specific feedback from shareholders, and certain changes that appear to address shareholders' expressed concerns. However, a vote AGAINST this proposal is warranted. There is an unmitigated pay-for-performance misalignment. The company's framework for determining total incentive pay incorporates a significant degree of committee discretion, lacks key disclosures, and provides for outsized pay opportunities for the CEO and president. The president and CEO each received \$25.0 million retention equity awards that were entirely in the form of time-based shares. Furthermore, the company provided an inordinate amount of personal use of corporate aircraft and automobile perquisites to the CEO.
Jefferies Financial Group Inc.	03/29/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Jefferies Financial Group Inc.	03/29/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Jefferies Financial Group Inc.	06/28/2023	Management	1	Yes	Authorize a New Class of Common Stock	For	For	For	For	A vote FOR this proposal is warranted. The authorization of non-voting common shares will help facilitate and strengthen the company's current strategic alliance with SMBC.
Jefferies Financial Group Inc.	06/28/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted since Item 1 warrants support.
JetBlue Airways Corporation	05/16/2023	Management	1	Yes	Elect Director B. Ben Baldanza	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	2	Yes	Elect Director Peter Boneparth	For	For	Against	Against	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	3	Yes	Elect Director Monte Ford	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	4	Yes	Elect Director Robin Hayes	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	5	Yes	Elect Director Ellen Jewett	For	For	Against	Against	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	6	Yes	Elect Director Robert Leduc	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	7	Yes	Elect Director Teri McClure	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	8	Yes	Elect Director Nik Mittal	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	9	Yes	Elect Director Sarah Robb O'Hagan	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
JetBlue Airways Corporation	05/16/2023	Management	10	Yes	Elect Director Vivek Sharma	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	11	Yes	Elect Director Thomas Winkelmann	For	For	For	For	Votes AGAINST Peter Boneparth and Ellen Jewett are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
JetBlue Airways Corporation	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
JetBlue Airways Corporation	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
JetBlue Airways Corporation	05/16/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
JetBlue Airways Corporation	05/16/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.34 percent is acceptable.
JetBlue Airways Corporation	05/16/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Johnson & Johnson	04/27/2023	Management	1	Yes	Elect Director Darius Adamczyk	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	2	Yes	Elect Director Mary C. Beckerle	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	3	Yes	Elect Director D. Scott Davis	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	4	Yes	Elect Director Jennifer A. Doudna	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	5	Yes	Elect Director Joaquin Duato	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	6	Yes	Elect Director Marillyn A. Hewson	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	7	Yes	Elect Director Paula A. Johnson	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	8	Yes	Elect Director Hubert Joly	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	9	Yes	Elect Director Mark B. McClellan	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	10	Yes	Elect Director Anne M. Mulcahy	For	For	Against	Against	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	11	Yes	Elect Director Mark A. Weinberger	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson & Johnson	04/27/2023	Management	12	Yes	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Anne Mulcahy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Johnson & Johnson	04/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Johnson & Johnson	04/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Johnson & Johnson	04/27/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Johnson & Johnson	04/27/2023	Shareholder	16	No	Adopt Mandatory Arbitration Bylaw - Withdrawn					NONE - this proposal has been withdrawn.
Johnson & Johnson	04/27/2023	Shareholder	17	Yes	Report on Government Financial Support and Equitable Access to Covid-19 Products	Against	For	For	For	A vote FOR this proposal is warranted, as reporting on the impact of public funding on the company's pricing and access plans would allow shareholders to better assess the company's management of related risks throughout the expected lifetime of the vaccine.
Johnson & Johnson	04/27/2023	Shareholder	18	Yes	Adopt Policy to Include Legal and Compliance Costs in Incentive Compensation Metrics	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders continue to raise concern surrounding the company's exclusion of large litigation-related costs from the executive compensation program, as evidenced by significant shareholder support for this proposal at last year's annual meeting. In addition, shareholders may have expected more robust disclosure and reconciliation in the proxy in order to better understand how these specific expenses impacted pay for its top executives. Given that the proposal would provide the board with flexibility to adjust the application of the policy in individual circumstances, with an explanation to shareholders, the request is not viewed as overly prescriptive.
Johnson & Johnson	04/27/2023	Shareholder	19	Yes	Report on Impact of Extended Patent Exclusivities on Product Access	Against	Against	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to potential anticompetitive practices.
Johnson Controls International Plc	03/08/2023	Management	1	Yes	Elect Director Jean Blackwell	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	2	Yes	Elect Director Pierre Cohade	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	3	Yes	Elect Director Michael E. Daniels	For	For	Against	Against	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	4	Yes	Elect Director W. Roy Dunbar	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	5	Yes	Elect Director Gretchen R. Haggerty	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	6	Yes	Elect Director Ayesha Khanna	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	7	Yes	Elect Director Simone Menne	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Johnson Controls International Plc	03/08/2023	Management	8	Yes	Elect Director George R. Oliver	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	9	Yes	Elect Director Jurgen Tinggren	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	10	Yes	Elect Director Mark Vergnano	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	11	Yes	Elect Director John D. Young	For	For	For	For	Votes AGAINST Michael (Mike) Daniels are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Johnson Controls International Plc	03/08/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST Item 2a is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 2b is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Johnson Controls International Plc	03/08/2023	Management	13	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote AGAINST Item 2a is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR Item 2b is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Johnson Controls International Plc	03/08/2023	Management	14	Yes	Authorize Market Purchases of Company Shares	For	For	For	For	A vote FOR this proposal is warranted, as the terms of the repurchase program are reasonable and all shareholders would have the opportunity to participate, and as there are no company-specific concerns relating to the board's authority to conduct open-market repurchases.
Johnson Controls International Plc	03/08/2023	Management	15	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
Johnson Controls International Plc	03/08/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's personal aircraft use perquisites.
Johnson Controls International Plc	03/08/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Johnson Controls International Plc	03/08/2023	Management	18	Yes	Approve the Directors' Authority to Allot Shares	For	For	Against	Against	A vote AGAINST Item 7 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 8 is warranted because the proposed amount and duration are within recommended limits.
Johnson Controls International Plc	03/08/2023	Management	19	Yes	Approve the Disapplication of Statutory Pre-Emption Rights	For	For	For	For	A vote AGAINST Item 7 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 8 is warranted because the proposed amount and duration are within recommended limits.
Jones Lang LaSalle Incorporated	05/25/2023	Management	1	Yes	Elect Director Hugo Bague	For	For	Against	Against	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	2	Yes	Elect Director Matthew Carter, Jr.	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	3	Yes	Elect Director Tina Ju	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	4	Yes	Elect Director Bridget Macaskill	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	5	Yes	Elect Director Deborah H. McAneny	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Jones Lang LaSalle Incorporated	05/25/2023	Management	6	Yes	Elect Director Siddharth (Bobby) N. Mehta	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	7	Yes	Elect Director Moses Ojeisekhoba	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	8	Yes	Elect Director Jeetendra (Jeetu) I. Patel	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	9	Yes	Elect Director Ann Marie Petach	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	10	Yes	Elect Director Larry Quinlan	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	11	Yes	Elect Director Efrain Rivera	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	12	Yes	Elect Director Christian Ulbrich	For	For	For	For	Votes AGAINST Hugo Bague are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jones Lang LaSalle Incorporated	05/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jones Lang LaSalle Incorporated	05/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Jones Lang LaSalle Incorporated	05/25/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Jones Lang LaSalle Incorporated	05/25/2023	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JPMorgan Chase & Co.	05/16/2023	Management	1	Yes	Elect Director Linda B. Bammann	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	2	Yes	Elect Director Stephen B. Burke	For	For	Against	Against	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	3	Yes	Elect Director Todd A. Combs	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.

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JPMorgan Chase & Co.	05/16/2023	Management	4	Yes	Elect Director James S. Crown	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	5	Yes	Elect Director Alicia Boler Davis	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	6	Yes	Elect Director James Dimon	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	7	Yes	Elect Director Timothy P. Flynn	For	For	Against	Against	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	8	Yes	Elect Director Alex Gorsky	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	9	Yes	Elect Director Mellody Hobson	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.

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JPMorgan Chase & Co.	05/16/2023	Management	10	Yes	Elect Director Michael A. Neal	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	11	Yes	Elect Director Phebe N. Novakovic	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	12	Yes	Elect Director Virginia M. Rometty	For	For	For	For	Votes AGAINST Stephen (Steve) Burke and Timothy (Tim) Flynn are warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee Chair Timothy (Tim) Flynn are warranted in light of significant concerns regarding the board's lack of effective oversight with respect to the conduct of a racial equity audit at the company, as well as concerns regarding the independence of the current auditor. A vote FOR the remaining director nominees is warranted.
JPMorgan Chase & Co.	05/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following last year's failed say-on-pay vote result, the committee demonstrated adequate responsiveness by disclosing engagement efforts, transparent shareholder feedback, and making positive pay program commitments and changes that addressed shareholders' primary concerns, most notably by committing to not grant any future special awards to the CEO or president. However, a vote AGAINST this proposal is warranted due the provision of a large magnitude of aircraft-related perquisite to the CEO.
JPMorgan Chase & Co.	05/16/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
JPMorgan Chase & Co.	05/16/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
JPMorgan Chase & Co.	05/16/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
JPMorgan Chase & Co.	05/16/2023	Shareholder	17	Yes	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	Against	Against	For	For	A vote FOR this proposal is warranted, as it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.
JPMorgan Chase & Co.	05/16/2023	Shareholder	18	Yes	Amend Public Responsibility Committee Charter to Include Animal Welfare	Against	Against	For	For	A vote FOR this proposal is warranted as additional information on the company's oversight of animal welfare issues will further enhance and promote the company's commitment towards preventing violations of animal welfare regulations, help minimize controversies that may lead to financial liability, and mitigate the company's exposure to the risks associated with its operations.

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JPMorgan Chase & Co.	05/16/2023	Shareholder	19	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
JPMorgan Chase & Co.	05/16/2023	Shareholder	20	Yes	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure about the company's climate transition plan would help shareholders better evaluate the company's strategy around the transition to a low-carbon economy and the company's management of related risks and opportunities.
JPMorgan Chase & Co.	05/16/2023	Shareholder	21	Yes	Report on Risks Related to Discrimination Against Individuals Including Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its anti-discrimination policies.
JPMorgan Chase & Co.	05/16/2023	Shareholder	22	Yes	Report on Political Expenditures Congruence	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
JPMorgan Chase & Co.	05/16/2023	Shareholder	23	Yes	Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting	Against	Against	For	For	A vote FOR this proposal is warranted as setting an absolute emission reduction target aligned with a science-based emission reduction pathway would further the company's decarbonization strategy.
Juniper Networks, Inc.	05/10/2023	Management	1	Yes	Elect Director Anne DelSanto	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	2	Yes	Elect Director Kevin DeNuccio	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	3	Yes	Elect Director James Dolce	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	4	Yes	Elect Director Steven Fernandez	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	5	Yes	Elect Director Christine Gorjanc	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	6	Yes	Elect Director Janet Haugen	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	7	Yes	Elect Director Scott Kriens	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	8	Yes	Elect Director Rahul Merchant	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	9	Yes	Elect Director Rami Rahim	For	For	For	For	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	10	Yes	Elect Director William Stensrud	For	For	Against	Against	Votes AGAINST William Stensrud are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Juniper Networks, Inc.	05/10/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Juniper Networks, Inc.	05/10/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are primarily based on objective metrics. However, concerns are raised that only a minority of long-term equity awards are tied to performance for the year in review.
Juniper Networks, Inc.	05/10/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Juniper Networks, Inc.	05/10/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
KBR, Inc.	05/17/2023	Management	1	Yes	Elect Director Mark E. Baldwin	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	2	Yes	Elect Director Stuart J. B. Bradie	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	3	Yes	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	4	Yes	Elect Director Lester L. Lyles	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	5	Yes	Elect Director John A. Manzoni	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	6	Yes	Elect Director Wendy M. Masiello	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	7	Yes	Elect Director Jack B. Moore	For	For	Against	Against	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	8	Yes	Elect Director Ann D. Pickard	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	9	Yes	Elect Director Carlos A. Sabater	For	For	For	For	Votes AGAINST Lester Lyles and Jack Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KBR, Inc.	05/17/2023	Management	10	No	Elect Director Vincent R. Stewart *Withdrawn Resolution*					
KBR, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
KBR, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
KBR, Inc.	05/17/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/03/2023	Management	1	Yes	Elect Director Teresa A. Canida	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	2	Yes	Elect Director George N. Cochran	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	3	Yes	Elect Director Kathleen M. Cronin	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	4	Yes	Elect Director Jason N. Gorevic	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	5	Yes	Elect Director Lacy M. Johnson	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	6	Yes	Elect Director Joseph P. Lacher, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	7	Yes	Elect Director Gerald Laderman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	8	Yes	Elect Director Alberto J. Paracchini	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	9	Yes	Elect Director Stuart B. Parker	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	10	Yes	Elect Director Christopher B. Sarofim	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	11	Yes	Elect Director Susan D. Whiting	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Kemper Corporation	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kemper Corporation	05/03/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Kemper Corporation	05/03/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kemper Corporation	05/03/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Keurig Dr Pepper Inc.	06/12/2023	Management	1	Yes	Elect Director Robert Gamgort	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	2	Yes	Elect Director Oray Boston	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	3	Yes	Elect Director Olivier Goudet	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	4	Yes	Elect Director Peter Harf	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	5	Yes	Elect Director Juliette Hickman	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	6	Yes	Elect Director Paul Michaels	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	7	Yes	Elect Director Pamela Patsley	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Keurig Dr Pepper Inc.	06/12/2023	Management	8	Yes	Elect Director Lubomira Rochet	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	9	Yes	Elect Director Debra Sandler	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	10	Yes	Elect Director Robert Singer	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	11	Yes	Elect Director Larry Young	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Gamgort, Olivier Goudet, Gerd Peter Harf, Pamela Patsley, Lubomira Rochet and Larry Young are warranted for lack of a majority independent board. Votes AGAINST Pamela Patsley are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Keurig Dr Pepper Inc.	06/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.
Keurig Dr Pepper Inc.	06/12/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Keurig Dr Pepper Inc.	06/12/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
KeyCorp	05/11/2023	Management	1	Yes	Elect Director Alexander M. Cutler	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	2	Yes	Elect Director H. James Dallas	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KeyCorp	05/11/2023	Management	3	Yes	Elect Director Elizabeth R. Gile	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	4	Yes	Elect Director Ruth Ann M. Gillis	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	5	Yes	Elect Director Christopher M. Gorman	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	6	Yes	Elect Director Robin N. Hayes	For	For	For	For	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	7	Yes	Elect Director Carlton L. Highsmith	For	For	For	For	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	8	Yes	Elect Director Richard J. Hipple	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KeyCorp	05/11/2023	Management	9	Yes	Elect Director Devina A. Rankin	For	For	For	For	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	10	Yes	Elect Director Barbara R. Snyder	For	For	Against	Against	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	11	Yes	Elect Director Richard J. Tobin	For	For	For	For	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	12	Yes	Elect Director Todd J. Vasos	For	For	For	For	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	13	Yes	Elect Director David K. Wilson	For	For	For	For	Votes AGAINST non-independent nominees Christopher Gorman, Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are warranted for lack of a majority independent board. Votes AGAINST Alexander Cutler, H. James Dallas, Elizabeth Gile, Ruth Ann Gillis, Richard Hipple and Barbara Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
KeyCorp	05/11/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KeyCorp	05/11/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. Although there are some concerns with the LTI program, annual incentives are primarily linked to pre-set financial metrics, and the vast majority of the LTI program is performance-contingent. Additionally, total performance pay decreased on the year, directly aligned with 2022 performance.
KeyCorp	05/11/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
KeyCorp	05/11/2023	Management	17	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans to exercise awards.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
KeyCorp	05/11/2023	Shareholder	18	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Keysight Technologies, Inc.	03/16/2023	Management	1	Yes	Elect Director Satish C. Dhanasekaran	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/16/2023	Management	2	Yes	Elect Director Richard P. Hamada	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/16/2023	Management	3	Yes	Elect Director Paul A. Lacouture	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/16/2023	Management	4	Yes	Elect Director Kevin A. Stephens	For	For	For	For	A vote FOR all director nominees is warranted.
Keysight Technologies, Inc.	03/16/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Keysight Technologies, Inc.	03/16/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual and long-term incentives are primarily performance-based, and equity awards rely on multi-year performance periods.
Keysight Technologies, Inc.	03/16/2023	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Kilroy Realty Corporation	05/24/2023	Management	1	Yes	Elect Director John Kilroy	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Peter Stoneberg are warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/24/2023	Management	2	Yes	Elect Director Edward F. Brennan	For	For	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Peter Stoneberg are warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/24/2023	Management	3	Yes	Elect Director Jolie Hunt	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Peter Stoneberg are warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/24/2023	Management	4	Yes	Elect Director Scott S. Ingraham	For	For	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Peter Stoneberg are warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/24/2023	Management	5	Yes	Elect Director Louisa G. Ritter	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Peter Stoneberg are warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/24/2023	Management	6	Yes	Elect Director Gary R. Stevenson	For	For	For	For	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Peter Stoneberg are warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/24/2023	Management	7	Yes	Elect Director Peter B. Stoneberg	For	Against	Against	Against	Votes AGAINST Edward Brennan and Scott Ingraham are warranted for serving as non-independent members of a key board committee. Votes AGAINST Nominating Committee chair Peter Stoneberg are warranted for the lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Kilroy Realty Corporation	05/24/2023	Management	8	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kilroy Realty Corporation	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following low support for last year's say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns by committing to frame future severance arrangements to align with peer practices. Nevertheless, an AGAINST vote is warranted as there is an unmitigated pay-for-performance misalignment underscored by significant concerns regarding the magnitude of the CEO's pay opportunities amid sustained underperformance, in addition to disclosure and rigor concerns. CEO Kilroy's relatively high base salary and target annual incentive contributed to sizable annual incentive award earned whereas the program lacks key disclosures, such as per-metric weightings and threshold/maximum goals, and individual payouts appear to be ultimately based on committee discretion. Moreover, performance equity awards are based on a primary metric that utilizes on a one-year performance period. Lastly, concerns are raised with respect to the sizable automobile-related and life insurance-related perquisites provided to the CEO.
Kilroy Realty Corporation	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kilroy Realty Corporation	05/24/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kimberly-Clark Corporation	04/20/2023	Management	1	Yes	Elect Director Sylvia M. Burwell	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	2	Yes	Elect Director John W. Culver	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	3	Yes	Elect Director Michael D. Hsu	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	4	Yes	Elect Director Mae C. Jemison	For	For	Against	Against	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	5	Yes	Elect Director S. Todd Maclin	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	6	Yes	Elect Director Deirdre A. Mahlan	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	7	Yes	Elect Director Sherilyn S. McCoy	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	8	Yes	Elect Director Christa S. Quarles	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	9	Yes	Elect Director Jaime A. Ramirez	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	10	Yes	Elect Director Dunia A. Shive	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	11	Yes	Elect Director Mark T. Smucker	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimberly-Clark Corporation	04/20/2023	Management	12	Yes	Elect Director Michael D. White	For	For	For	For	Votes AGAINST Mae Jemison are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kimberly-Clark Corporation	04/20/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kimberly-Clark Corporation	04/20/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year under review, and incentive programs are largely tied to objective performance metrics.
Kimberly-Clark Corporation	04/20/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kimco Realty Corporation	04/25/2023	Management	1	Yes	Elect Director Milton Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/25/2023	Management	2	Yes	Elect Director Philip E. Coviello	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/25/2023	Management	3	Yes	Elect Director Conor C. Flynn	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/25/2023	Management	4	Yes	Elect Director Frank Lourenso	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/25/2023	Management	5	Yes	Elect Director Henry Moniz	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/25/2023	Management	6	Yes	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/25/2023	Management	7	Yes	Elect Director Valerie Richardson	For	For	For	For	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Kimco Realty Corporation	04/25/2023	Management	8	Yes	Elect Director Richard B. Saltzman	For	For	Against	Against	Votes AGAINST non-independent nominees Milton Cooper, Conor Flynn, Philip Coviello Jr., Frank Lourenso and Richard Saltzman are warranted for lack of a majority independent board. Votes AGAINST Philip Coviello Jr., Frank Lourenso and Richard Saltzman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Kimco Realty Corporation	04/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned, and the majority of pay is conditioned on objective financial performance. The majority of equity awards are conditioned on long-term performance goals, although shareholders may benefit from a more rigorous relative TSR metric, as the current metric targets mere median performance and does not cap payouts in the event absolute TSR is negative.
Kimco Realty Corporation	04/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kimco Realty Corporation	04/25/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kinder Morgan, Inc.	05/10/2023	Management	1	Yes	Elect Director Richard D. Kinder	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Kinder Morgan, Inc.	05/10/2023	Management	2	Yes	Elect Director Steven J. Kean	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Kinder Morgan, Inc.	05/10/2023	Management	3	Yes	Elect Director Kimberly A. Dang	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Kinder Morgan, Inc.	05/10/2023	Management	4	Yes	Elect Director Ted A. Gardner	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Kinder Morgan, Inc.	05/10/2023	Management	5	Yes	Elect Director Anthony W. Hall, Jr.	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Kinder Morgan, Inc.	05/10/2023	Management	6	Yes	Elect Director Gary L. Hultquist	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Kinder Morgan, Inc.	05/10/2023	Management	7	Yes	Elect Director Ronald L. Kuehn, Jr.	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Kinder Morgan, Inc.	05/10/2023	Management	8	Yes	Elect Director Deborah A. Macdonald	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Kinder Morgan, Inc.	05/10/2023	Management	9	Yes	Elect Director Michael C. Morgan	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Kinder Morgan, Inc.	05/10/2023	Management	10	Yes	Elect Director Arthur C. Reichstetter	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Kinder Morgan, Inc.	05/10/2023	Management	11	Yes	Elect Director C. Park Shaper	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Kinder Morgan, Inc.	05/10/2023	Management	12	Yes	Elect Director William A. Smith	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Kinder Morgan, Inc.	05/10/2023	Management	13	Yes	Elect Director Joel V. Staff	For	For	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Kinder Morgan, Inc.	05/10/2023	Management	14	Yes	Elect Director Robert F. Vagt	For	Against	Against	Against	Votes AGAINST for all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Environmental, Health and Safety (EHS) Committee Chair Robert (Bobby) Vagt are warranted due to the fact that the company is a significant greenhouse gas (GHG) emitter and is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy. Votes AGAINST non-independent nominees Richard Kinder, Steven Kean, Michael Morgan, Kimberly Dang, Anthony Hall Jr., Deborah Macdonald, C. Park Shaper, Joel Staff and Robert (Bobby) Vagt are warranted for lack of a majority independent board. Votes AGAINST Anthony Hall Jr., Deborah Macdonald, Joel Staff and Robert (Bobby) Vagt are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Deborah Macdonald, Arthur Reichstetter, Joel Staff, and Robert (Bobby) Vagt are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Kinder Morgan, Inc.	05/10/2023	Management	15	Yes	Amend Certificate of Incorporation to Allow Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Kinder Morgan, Inc.	05/10/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kinder Morgan, Inc.	05/10/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. However, shareholders would benefit from improved transparency surrounding the annual incentive program.
Kirby Corporation	04/25/2023	Management	1	Yes	Elect Director Richard J. Alario	For	For	Against	Against	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	2	Yes	Elect Director Susan W. Dio	For	For	For	For	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	3	Yes	Elect Director David W. Grzebinski	For	For	For	For	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	4	Yes	Elect Director Richard R. Stewart	For	For	Against	Against	Votes AGAINST Richard (Dick) Alario and Richard Stewart are warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Kirby Corporation	04/25/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Kirby Corporation	04/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Kirby Corporation	04/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	1	Yes	Elect Director Reid Dove	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	2	Yes	Elect Director Michael Garnreiter	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	3	Yes	Elect Director Louis Hobson	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	4	Yes	Elect Director David Jackson	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	5	Yes	Elect Director Gary Knight	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	6	Yes	Elect Director Kevin Knight	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	7	Yes	Elect Director Kathryn Munro	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	8	Yes	Elect Director Jessica Powell	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	9	Yes	Elect Director Roberta Roberts Shank	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	10	Yes	Elect Director Robert Synowicki, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	11	Yes	Elect Director David Vander Ploeg	For	For	Against	Against	Votes AGAINST non-independent nominees Kevin Knight, David (Dave) Jackson, David Vander Ploeg, Reid Dove, Michael Garnreiter, Gary Knight and Kathryn (Kathy) Munro are warranted for lack of a majority independent board. Votes AGAINST David Vander Ploeg, Michael Garnreiter and Kathryn (Kathy) Munro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	14	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Knight-Swift Transportation Holdings Inc.	05/16/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
L3Harris Technologies, Inc.	04/21/2023	Management	1	Yes	Elect Director Sallie B. Bailey	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	2	Yes	Elect Director Peter W. Chiarelli	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	3	Yes	Elect Director Thomas A. Dattilo	For	For	Against	Against	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	4	Yes	Elect Director Roger B. Fradin	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.

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L3Harris Technologies, Inc.	04/21/2023	Management	5	Yes	Elect Director Joanna L. Geraghty	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	6	Yes	Elect Director Harry B. Harris, Jr.	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	7	Yes	Elect Director Lewis Hay, III	For	For	Against	Against	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	8	Yes	Elect Director Christopher E. Kubasik	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	9	Yes	Elect Director Rita S. Lane	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	10	Yes	Elect Director Robert B. Millard	For	For	Against	Against	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	11	Yes	Elect Director Edward A. Rice, Jr.	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	12	Yes	Elect Director Christina L. Zamarro	For	For	For	For	Votes AGAINST Robert Millard, Thomas Dattilo and Lewis Hay III are warranted for serving as non-independent members of key board committees. Votes FOR the remaining director nominees are warranted.
L3Harris Technologies, Inc.	04/21/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the following: * The company reported an excessive amount for the CEO's automobile and financial planning perquisites; and * The company did not provide complete disclosure on the long-term incentive performance goals.
L3Harris Technologies, Inc.	04/21/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
L3Harris Technologies, Inc.	04/21/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
L3Harris Technologies, Inc.	04/21/2023	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure would allow shareholders to better assess the company's lobbying activities and its management of any associated risks.
Laboratory Corporation of America Holdings	05/11/2023	Management	1	Yes	Elect Director Kerri B. Anderson	For	For	Against	Against	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	2	Yes	Elect Director Jean-Luc Belingard	For	For	Against	Against	Votes AGAINST Kerri Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Laboratory Corporation of America Holdings	05/11/2023	Management	3	Yes	Elect Director Jeffrey A. Davis	For	For	For	For	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	4	Yes	Elect Director D. Gary Gilliland	For	For	For	For	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	5	Yes	Elect Director Kirsten M. Kliphouse	For	For	For	For	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	6	Yes	Elect Director Garheng Kong	For	For	Against	Against	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	7	Yes	Elect Director Peter M. Neupert	For	For	For	For	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	8	Yes	Elect Director Richelle P. Parham	For	For	For	For	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	9	Yes	Elect Director Adam H. Schechter	For	For	For	For	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	10	Yes	Elect Director Kathryn E. Wengel	For	For	For	For	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	11	Yes	Elect Director R. Sanders Williams	For	For	Against	Against	Votes AGAINST Kerrii Anderson, Jean-Luc Belingard and R. Sanders (Sandy) Williams are warranted for serving as non-independent members of a key board committee. Votes AGAINST Garheng Kong are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Laboratory Corporation of America Holdings	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft, automobile-related, and financial planning perquisites to the CEO.
Laboratory Corporation of America Holdings	05/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Laboratory Corporation of America Holdings	05/11/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Laboratory Corporation of America Holdings	05/11/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Laboratory Corporation of America Holdings	05/11/2023	Shareholder	16	Yes	Report on Transport of Nonhuman Primates Within the U.S.	Against	Against	For	For	A vote FOR this resolution is warranted because shareholders would benefit from additional disclosure about steps the company is taking to mitigate risks related to animal welfare in its supply chain of non-human primates.
Laboratory Corporation of America Holdings	05/11/2023	Shareholder	17	Yes	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the potential risks and costs associated with the fulfillment of information requests for the enforcement of state laws related to reproductive rights would allow shareholders to assess how the company is managing such risks.
Lamar Advertising Company	05/10/2023	Management	1	Yes	Elect Director Nancy Fletcher	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbrow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Lamar Advertising Company	05/10/2023	Management	2	Yes	Elect Director John E. Koerner, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbrow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbrow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Lamar Advertising Company	05/10/2023	Management	3	Yes	Elect Director Marshall A. Loeb	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Lamar Advertising Company	05/10/2023	Management	4	Yes	Elect Director Stephen P. Mumbow	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Lamar Advertising Company	05/10/2023	Management	5	Yes	Elect Director Thomas V. Reifenheiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Lamar Advertising Company	05/10/2023	Management	6	Yes	Elect Director Anna Reilly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Lamar Advertising Company	05/10/2023	Management	7	Yes	Elect Director Kevin P. Reilly, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Lamar Advertising Company	05/10/2023	Management	8	Yes	Elect Director Wendell Reilly	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumbow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumbow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumbow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Lamar Advertising Company	05/10/2023	Management	9	Yes	Elect Director Elizabeth Thompson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Reilly Jr., John Koerner III, Stephen Mumblow, Thomas Reifenheiser, Wendell Reilly and Anna Reilly are warranted for lack of a majority independent board. WITHHOLD votes for John Koerner III, Stephen Mumblow and Thomas Reifenheiser are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members John Koerner III, Stephen Mumblow, Thomas Reifenheiser, and Elizabeth (Liz) Thompson are warranted for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Kevin Reilly Jr., Wendell Reilly, and Anna Reilly are warranted as their ownership of the supervoting shares provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Lamar Advertising Company	05/10/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO is considered excessive, notably the personal use of corporate aircraft and total aggregate perquisites.
Lamar Advertising Company	05/10/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lamar Advertising Company	05/10/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Landstar System, Inc.	05/10/2023	Management	1	Yes	Elect Director David G. Bannister	For	For	Against	Against	Votes AGAINST David Bannister are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/10/2023	Management	2	Yes	Elect Director James L. Liang	For	For	For	For	Votes AGAINST David Bannister are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/10/2023	Management	3	Yes	Elect Director George P. Scanlon	For	For	For	For	Votes AGAINST David Bannister are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Landstar System, Inc.	05/10/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Landstar System, Inc.	05/10/2023	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Landstar System, Inc.	05/10/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Landstar System, Inc.	05/10/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Las Vegas Sands Corp.	05/11/2023	Management	1	Yes	Elect Director Robert G. Goldstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.

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Las Vegas Sands Corp.	05/11/2023	Management	2	Yes	Elect Director Patrick Dumont	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.
Las Vegas Sands Corp.	05/11/2023	Management	3	Yes	Elect Director Irwin Chafetz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.
Las Vegas Sands Corp.	05/11/2023	Management	4	Yes	Elect Director Micheline Chau	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.
Las Vegas Sands Corp.	05/11/2023	Management	5	Yes	Elect Director Charles D. Forman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.
Las Vegas Sands Corp.	05/11/2023	Management	6	Yes	Elect Director Nora M. Jordan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.
Las Vegas Sands Corp.	05/11/2023	Management	7	Yes	Elect Director Lewis Kramer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.

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Las Vegas Sands Corp.	05/11/2023	Management	8	Yes	Elect Director David F. Levi	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert (Rob) Goldstein, Irwin Chafetz, Patrick Dumont and Charles Forman are warranted for lack of a majority independent board. WITHHOLD votes for all incumbent board nominees (Robert Goldstein, Patrick Dumont, Irwin Chafetz, Micheline Chau, Charles Forman, Nora Jordan, Lewis Kramer, and David Levi) are further warranted due to poor responsiveness to the 2022 say-on-pay vote and the persistent compensation and responsiveness concerns at the company.
Las Vegas Sands Corp.	05/11/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Las Vegas Sands Corp.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following low say-on-pay support last year, the board did not make any meaningful changes to address shareholders' expressed concerns. Moreover, there are persistent pay structure concerns that underscore a pay-for-performance misalignment. The CEO's base salary and target STI opportunity are outsized, and recent changes to the STI program reduce the importance of objective financial metrics. The regular LTI awards are based on the same short-term goals as the STI program, and the CEO's equity grant value was relatively large. There are also ongoing concerns regarding pay benchmarking practices, perquisites, and gross-ups. Several of the above concerns persist despite recent negative shareholder feedback on those issues. In light of these issues, a vote AGAINST this proposal is warranted. Shareholders are further advised to "withhold" votes from incumbent board members (see Item 1).
Las Vegas Sands Corp.	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Las Vegas Sands Corp.	05/11/2023	Shareholder	12	Yes	Disclose Board Skills and Diversity Matrix	Against	For	For	For	A vote FOR this resolution is warranted for the following reasons: * A board matrix would enhance transparency and would provide shareholders with a better tool to assess the quality of Las Vegas Sands' board and to evaluate its director nominees; and * A growing number of large companies are providing a board skills matrix.
Lazard Ltd	04/27/2023	Management	1	Yes	Elect Director Kenneth M. Jacobs	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	04/27/2023	Management	2	Yes	Elect Director Michelle Jarrard	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	04/27/2023	Management	3	Yes	Elect Director Iris Knobloch	For	For	For	For	A vote FOR the director nominees is warranted.
Lazard Ltd	04/27/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Lazard Ltd	04/27/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lazard Ltd	04/27/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lear Corporation	05/18/2023	Management	1	Yes	Elect Director Mei-Wei Cheng	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	2	Yes	Elect Director Jonathan F. Foster	For	For	Against	Against	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lear Corporation	05/18/2023	Management	3	Yes	Elect Director Bradley M. Halverson	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	4	Yes	Elect Director Mary Lou Jepsen	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	5	Yes	Elect Director Roger A. Krone	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	6	Yes	Elect Director Patricia L. Lewis	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	7	Yes	Elect Director Kathleen A. Ligocki	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	8	Yes	Elect Director Conrad L. Mallett, Jr.	For	For	Against	Against	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	9	Yes	Elect Director Raymond E. Scott	For	For	For	For	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	10	Yes	Elect Director Gregory C. Smith	For	For	Against	Against	Votes AGAINST Gregory (Greg) Smith, Jonathan (Jon) Foster and Conrad Mallett Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lear Corporation	05/18/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lear Corporation	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lear Corporation	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lear Corporation	05/18/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Leidos Holdings, Inc.	04/28/2023	Management	1	Yes	Elect Director Thomas A. Bell	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	2	Yes	Elect Director Gregory R. Dahlberg	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	3	Yes	Elect Director David G. Fubini	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	4	Yes	Elect Director Noel B. Geer	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Leidos Holdings, Inc.	04/28/2023	Management	5	Yes	Elect Director Miriam E. John	For	For	Against	Against	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	6	Yes	Elect Director Robert C. Kovarik, Jr.	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	7	Yes	Elect Director Harry M. J. Kraemer, Jr.	For	For	Against	Against	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	8	Yes	Elect Director Gary S. May	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	9	Yes	Elect Director Surya N. Mohapatra	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	10	Yes	Elect Director Patrick M. Shanahan	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	11	Yes	Elect Director Robert S. Shapard	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	12	Yes	Elect Director Susan M. Stalnecker	For	For	For	For	Votes AGAINST Miriam John and Harry Kraemer Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Leidos Holdings, Inc.	04/28/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned at this time. Annual and long-term incentives are primarily performance-based with the majority of performance shares utilizing multi-year performance periods. Some concerns remain under the STI related to goal rigor and disclosure of certain metrics, and under the LTI for the absence of an award cap for negative absolute TSR, relative awards that target median performance, and the annual performance period utilized in the PRSU award.
Leidos Holdings, Inc.	04/28/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Leidos Holdings, Inc.	04/28/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Leidos Holdings, Inc.	04/28/2023	Shareholder	16	Yes	Report on Political Expenditures Congruence	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Leidos Holdings, Inc.	04/28/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.

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Lennar Corporation	04/12/2023	Management	1	Yes	Elect Director Amy Banse	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	2	Yes	Elect Director Rick Beckwitt	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	3	Yes	Elect Director Tig Gilliam	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	4	Yes	Elect Director Sherrill W. Hudson	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	5	Yes	Elect Director Jonathan M. Jaffe	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.

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Lennar Corporation	04/12/2023	Management	6	Yes	Elect Director Sidney Lapidus	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	7	Yes	Elect Director Teri P. McClure	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	8	Yes	Elect Director Stuart Miller	For	Against	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	9	Yes	Elect Director Armando Olivera	For	For	For	For	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.
Lennar Corporation	04/12/2023	Management	10	Yes	Elect Director Jeffrey Sonnenfeld	For	For	Against	Against	Votes AGAINST non-independent nominees Stuart Miller, Richard (Rick) Beckwitt, Jonathan (Jon) Jaffe, Sidney Lapidus, Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are warranted for lack of a majority independent board. Votes AGAINST Theron (Tig) Gilliam Jr., Sherrill Hudson and Jeffrey Sonnenfeld are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Stuart Miller are further warranted given he is the primary beneficiary of the problematic capital structure. A vote FOR the remaining director nominees is warranted.

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Lennar Corporation	04/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST the proposal is warranted. The company utilizes a co-CEO structure in addition to employing an Executive Chairman, whose total target pay opportunity is set above the pay of both CEOs. The concerns with this structure, which pays three executives at a CEO level, are further exacerbated by the annual bonus program, where payouts are not capped. The uncapped payouts in FY21 to each executive led to payouts at nearly double the total pay of peer CEOs, and year-over-year pay increases of over 50 percent. Although several positive changes were made to the incentive programs, shareholders may have expected a more significant reduction in total pay for its three highly paid executives.
Lennar Corporation	04/12/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lennar Corporation	04/12/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lennar Corporation	04/12/2023	Shareholder	14	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR the proposal is warranted, as shareholders would benefit from a one-vote, one-share capital structure in which voting interests are better aligned with economic interests.
Lennox International Inc.	05/18/2023	Management	1	Yes	Elect Director Janet K. Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Janet Cooper and John Norris III are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennox International Inc.	05/18/2023	Management	2	Yes	Elect Director John W. Norris, III	For	For	Against	Against	Votes AGAINST non-independent nominees Janet Cooper and John Norris III are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennox International Inc.	05/18/2023	Management	3	Yes	Elect Director Karen H. Quintos	For	For	For	For	Votes AGAINST non-independent nominees Janet Cooper and John Norris III are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennox International Inc.	05/18/2023	Management	4	Yes	Elect Director Shane D. Wall	For	For	For	For	Votes AGAINST non-independent nominees Janet Cooper and John Norris III are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lennox International Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lennox International Inc.	05/18/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lennox International Inc.	05/18/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Broadband Corporation	06/06/2023	Management	1	Yes	Elect Director John C. Malone	For	For	Withhold	Withhold	WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for governance committee members Gregg Engles and John Welsh III given the board's failure to remove, or subject to a sunset requirement, problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and as nominating committee members, for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Greg Engles and John Welsh III are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Broadband Corporation	06/06/2023	Management	2	Yes	Elect Director Gregg L. Engles	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for governance committee members Gregg Engles and John Welsh III given the board's failure to remove, or subject to a sunset requirement, problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and as nominating committee members, for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Greg Engles and John Welsh III are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Broadband Corporation	06/06/2023	Management	3	Yes	Elect Director John E. Welsh, III	For	Withhold	Withhold	Withhold	WITHHOLD votes for John Malone are warranted for serving as a director on more than four public company boards. WITHHOLD votes are warranted for governance committee members Gregg Engles and John Welsh III given the board's failure to remove, or subject to a sunset requirement, problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights; and as nominating committee members, for failing to establish racial/ethnic diversity on the board. WITHHOLD votes for incumbent audit committee members Greg Engles and John Welsh III are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Liberty Broadband Corporation	06/06/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Liberty Media Corp.	06/06/2023	Management	1	Yes	Elect Director Derek Chang	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Evan Malone and Larry Romrell are warranted for lack of a majority independent board. WITHHOLD votes for Larry Romrell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Derek Chang and Larry Romrell are warranted for the ongoing significant pledging activity and concerns regarding risk oversight. WITHHOLD votes for governance committee member Derek Chang are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for compensation committee member Larry Romrell are further warranted due to an unmitigated pay-for-performance misalignment in the absence of a say-on-pay proposal on ballot.
Liberty Media Corp.	06/06/2023	Management	2	Yes	Elect Director Evan D. Malone	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Evan Malone and Larry Romrell are warranted for lack of a majority independent board. WITHHOLD votes for Larry Romrell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Derek Chang and Larry Romrell are warranted for the ongoing significant pledging activity and concerns regarding risk oversight. WITHHOLD votes for governance committee member Derek Chang are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for compensation committee member Larry Romrell are further warranted due to an unmitigated pay-for-performance misalignment in the absence of a say-on-pay proposal on ballot.
Liberty Media Corp.	06/06/2023	Management	3	Yes	Elect Director Larry E. Romrell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Evan Malone and Larry Romrell are warranted for lack of a majority independent board. WITHHOLD votes for Larry Romrell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for audit committee members Derek Chang and Larry Romrell are warranted for the ongoing significant pledging activity and concerns regarding risk oversight. WITHHOLD votes for governance committee member Derek Chang are further warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for compensation committee member Larry Romrell are further warranted due to an unmitigated pay-for-performance misalignment in the absence of a say-on-pay proposal on ballot.
Liberty Media Corp.	06/06/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Life Storage, Inc.	05/18/2023	Management	1	Yes	Elect Director Mark G. Barberio	For	For	For	For	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Life Storage, Inc.	05/18/2023	Management	2	Yes	Elect Director Joseph V. Saffire	For	For	For	For	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Life Storage, Inc.	05/18/2023	Management	3	Yes	Elect Director Stephen R. Rusmisl	For	For	Against	Against	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Life Storage, Inc.	05/18/2023	Management	4	Yes	Elect Director Arthur L. Havener, Jr.	For	For	For	For	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Life Storage, Inc.	05/18/2023	Management	5	Yes	Elect Director Dana Hamilton	For	For	For	For	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Life Storage, Inc.	05/18/2023	Management	6	Yes	Elect Director Edward J. Pettinella	For	For	Against	Against	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Life Storage, Inc.	05/18/2023	Management	7	Yes	Elect Director David L. Rogers	For	For	For	For	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Life Storage, Inc.	05/18/2023	Management	8	Yes	Elect Director Susan Harnett	For	For	For	For	Votes AGAINST Stephen Rusmisl are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Edward Pettinella are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Life Storage, Inc.	05/18/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.

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Life Storage, Inc.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Life Storage, Inc.	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	1	Yes	Elect Director Brian D. Chambers	For	For	For	For	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	2	Yes	Elect Director Curtis E. Espeland	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	3	Yes	Elect Director Patrick P. Goris	For	For	For	For	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	4	Yes	Elect Director Michael F. Hilton	For	For	For	For	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	5	Yes	Elect Director Kathryn Jo Lincoln	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	6	Yes	Elect Director Christopher L. Mapes	For	For	For	For	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	7	Yes	Elect Director Phillip J. Mason	For	For	For	For	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	8	Yes	Elect Director Ben P. Patel	For	For	For	For	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	9	Yes	Elect Director Hellene S. Runtagh	For	For	Withhold	Withhold	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	10	Yes	Elect Director Kellye L. Walker	For	For	For	For	WITHHOLD votes for Curtis Espeland, Kathryn Jo Lincoln and Hellene Runtagh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Lincoln Electric Holdings, Inc.	04/19/2023	Management	15	Yes	Approve Non-Employee Director Omnibus Stock Plan	For	For	For	For	The features of this plan meet our guidelines. As such, a vote FOR this proposal is warranted.

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Lincoln National Corporation	05/25/2023	Management	1	Yes	Elect Director Deirdre P. Connelly	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	2	Yes	Elect Director Ellen G. Cooper	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	3	Yes	Elect Director William H. Cunningham	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	4	Yes	Elect Director Reginald E. Davis	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	5	Yes	Elect Director Eric G. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	6	Yes	Elect Director Gary C. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	7	Yes	Elect Director M. Leanne Lachman	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lincoln National Corporation	05/25/2023	Management	8	Yes	Elect Director Dale LeFebvre	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	9	Yes	Elect Director Janet Liang	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	10	Yes	Elect Director Michael F. Mee	For	For	Against	Against	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	11	Yes	Elect Director Lynn M. Utter	For	For	For	For	Votes AGAINST non-independent nominees Ellen Cooper, William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, Eric Johnson, Gary Kelly, M. Leanne Lachman and Michael Mee are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lincoln National Corporation	05/25/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lincoln National Corporation	05/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised regarding the rigor of FY22 STI and LTI goal setting, as well as the company's retention award grant practices: multiple NEOs received retention awards, with one executive receiving multiple such awards in one year. However, rigor concerns in the annual-cycle LTI program appear to be fully addressed by changes for FY23, annual incentives were entirely based on pre-set objective metrics, and both annual and long-term incentives paid out below target in line with company performance. Based on these factors, in particular recent improvements to pay quantum and structure for the new CEO, the quantitative pay-for-performance misalignment is mitigated. Moreover, as disclosed in an 8-K, the company recently eliminated a problematic good reason definition that entitled the new CEO to severance upon her resignation for any reason following a change-in-control. Continued monitoring of goal rigor and equity award practices is warranted.
Lincoln National Corporation	05/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lincoln National Corporation	05/25/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Lincoln National Corporation	05/25/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Lincoln National Corporation	05/25/2023	Shareholder	17	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Linde Plc	01/18/2023	Management	1	Yes	Approve Scheme of Arrangement	For	For	For	For	The board has provided compelling evidence that the persistent technical selling pressure as a result of Linde's inclusion in the DAX index, along with other European market dynamics, has continued to adversely impact its stock valuation over the last two years. Accordingly, a vote FOR these proposals is warranted, as it would help facilitate the implementation of the reorganization to delist from the FSE and enhance shareholder value.
Linde Plc	01/18/2023	Management	2	Yes	Amend Articles of Association	For	For	For	For	The board has provided compelling evidence that the persistent technical selling pressure as a result of Linde's inclusion in the DAX index, along with other European market dynamics, has continued to adversely impact its stock valuation over the last two years. Accordingly, a vote FOR these proposals is warranted, as it would help facilitate the implementation of the reorganization to delist from the FSE and enhance shareholder value.
Linde Plc	01/18/2023	Management	3	Yes	Approve Common Draft Terms of Merger	For	For	For	For	The board has provided compelling evidence that the persistent technical selling pressure as a result of Linde's inclusion in the DAX index, along with other European market dynamics, has continued to adversely impact its stock valuation over the last two years. Accordingly, a vote FOR these proposals is warranted, as it would help facilitate the implementation of the reorganization to delist from the FSE and enhance shareholder value.
Linde Plc	01/18/2023	Management	2	Yes	Approve Scheme of Arrangement	For	For	For	For	The board has provided compelling evidence that the persistent technical selling pressure as a result of Linde's inclusion in the DAX index, along with other European market dynamics, has continued to adversely impact its stock valuation over the last two years. Accordingly, a vote FOR this proposal is warranted, as it would help facilitate the implementation of the reorganization to delist from the FSE and enhance shareholder value.
Lithia Motors, Inc.	04/20/2023	Management	1	Yes	Elect Director Sidney B. DeBoer	For	For	For	For	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	2	Yes	Elect Director Susan O. Cain	For	For	Against	Against	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lithia Motors, Inc.	04/20/2023	Management	3	Yes	Elect Director Bryan B. DeBoer	For	For	For	For	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	4	Yes	Elect Director James E. Lentz	For	For	For	For	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	5	Yes	Elect Director Shauna F. McIntyre	For	For	For	For	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	6	Yes	Elect Director Louis P. Miramontes	For	For	For	For	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	7	Yes	Elect Director Kenneth E. Roberts	For	For	Against	Against	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	8	Yes	Elect Director David J. Robino	For	For	For	For	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	9	Yes	Elect Director Stacy C. Loretz-Congdon	For	For	For	For	Votes AGAINST Susan Cain and Kenneth Roberts are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lithia Motors, Inc.	04/20/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lithia Motors, Inc.	04/20/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lithia Motors, Inc.	04/20/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Littelfuse, Inc.	04/27/2023	Management	1	Yes	Elect Director Kristina A. Cerniglia	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	2	Yes	Elect Director Tzau-Jin Chung	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	3	Yes	Elect Director Cary T. Fu	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Littelfuse, Inc.	04/27/2023	Management	4	Yes	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	5	Yes	Elect Director Anthony Grillo	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	6	Yes	Elect Director David W. Heinzmann	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	7	Yes	Elect Director Gordon Hunter	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	8	Yes	Elect Director William P. Noglows	For	For	Against	Against	Votes AGAINST non-independent nominees Gordon Hunter, David Heinzmann, William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are warranted for lack of a majority independent board. Votes AGAINST William Noglows, Tzau-Jin (TJ) Chung and Anthony Grillo are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Littelfuse, Inc.	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Littelfuse, Inc.	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Littelfuse, Inc.	04/27/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Littelfuse, Inc.	04/27/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Live Nation Entertainment, Inc.	06/09/2023	Management	1	Yes	Elect Director Maverick Carter	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Nation Entertainment, Inc.	06/09/2023	Management	2	Yes	Elect Director Ping Fu	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	3	Yes	Elect Director Jeffrey T. Hinson	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	4	Yes	Elect Director Chad Hollingsworth	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	5	Yes	Elect Director James Iovine	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	6	Yes	Elect Director James S. Kahan	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	7	Yes	Elect Director Gregory B. Maffei	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Live Nation Entertainment, Inc.	06/09/2023	Management	8	Yes	Elect Director Randall T. Mays	For	For	Against	Against	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	9	Yes	Elect Director Richard A. Paul	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	10	Yes	Elect Director Michael Rapino	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Live Nation Entertainment, Inc.	06/09/2023	Management	11	Yes	Elect Director Latriece Watkins	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Hinson, James (Jim) Kahan and Randall Mays are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent Governance Committee chair Randall Mays are warranted due to the board's adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Live Nation Entertainment, Inc.	06/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The annual bonus program was based entirely on a financial metric, though a concern is noted regarding the relatively high base salary and target bonus opportunity for the CEO. Though the LTI grant was entirely in performance equity, the metric was identical to the STI, including the performance period, though this concern is partially mitigated by the relatively reasonable grant value. Of significant concern, however, are the awards made in recognition of entering into new employment agreements with the company by the CEO and one NEO, who each received a discretionary cash bonus of \$6 million. On top of that, each received a large one-time equity grant with a value multiple times larger than the total CEO pay for the company's peer group. A large portion of each grant is time-based and the proxy lacks clear disclosure regarding the rationale for the size of the awards and other details necessary to assess them. Additionally, stock price goals do not require sustained performance above the target in order to vest, allowing the award to vest for any 60 nonconsecutive days the closing price exceeds the target over a five-and-a-half year period. The current structure could reward these executives for short-term or merely temporary increases in stock price. A vote AGAINST the proposal is further warranted because: * The company provided excessive personal aircraft use, personal/home security, and automobile-related perquisites to the CEO; * The total amount of perquisite compensation reported for the CEO is excessive; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Live Nation Entertainment, Inc.	06/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Live Nation Entertainment, Inc.	06/09/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LKQ Corporation	05/09/2023	Management	1	Yes	Elect Director Patrick Berard	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	2	Yes	Elect Director Meg A. Divitto	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	3	Yes	Elect Director Joseph M. Holsten	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	4	Yes	Elect Director Blythe J. McGarvie	For	For	Against	Against	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	5	Yes	Elect Director John W. Mendel	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	6	Yes	Elect Director Jody G. Miller	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	7	Yes	Elect Director Guhan Subramanian	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	8	Yes	Elect Director Xavier Urbain	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LKQ Corporation	05/09/2023	Management	9	Yes	Elect Director Dominick Zarcone	For	For	For	For	Votes AGAINST Blythe McGarvie are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LKQ Corporation	05/09/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LKQ Corporation	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned. The company's STI and LTI programs are both entirely based on preset objective metrics although a concern is noted about the rigor of the metric used for a portion of the long-term incentives.
LKQ Corporation	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lockheed Martin Corporation	04/27/2023	Management	1	Yes	Elect Director Daniel F. Akerson	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	2	Yes	Elect Director David B. Burritt	For	For	Against	Against	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	3	Yes	Elect Director Bruce A. Carlson	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	4	Yes	Elect Director John M. Donovan	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	5	Yes	Elect Director Joseph F. Dunford, Jr.	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	6	Yes	Elect Director James O. Ellis, Jr.	For	For	Against	Against	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	7	Yes	Elect Director Thomas J. Falk	For	For	Against	Against	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	8	Yes	Elect Director Ilene S. Gordon	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	9	Yes	Elect Director Vicki A. Hollub	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	10	Yes	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	11	Yes	Elect Director Debra L. Reed-Klages	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	12	Yes	Elect Director James D. Taiclet	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lockheed Martin Corporation	04/27/2023	Management	13	Yes	Elect Director Patricia E. Yarrington	For	For	For	For	Votes AGAINST David Burritt, James Ellis Jr. and Thomas Falk are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lockheed Martin Corporation	04/27/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. In addition, the total amount of perquisite compensation reported for the CEO is deemed excessive.
Lockheed Martin Corporation	04/27/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lockheed Martin Corporation	04/27/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lockheed Martin Corporation	04/27/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Lockheed Martin Corporation	04/27/2023	Shareholder	18	Yes	Report on Human Rights Impact Assessment	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess human rights impacts in its operations, including its products and services, would allow shareholders to better gauge how well Lockheed Martin is managing human rights related risks.
Lockheed Martin Corporation	04/27/2023	Shareholder	19	Yes	Report on Efforts to Reduce Full Value Chain GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as more information about the company's plans to mitigate risks related to climate change and take advantage of opportunities as its customers seek to reduce emissions associated with defense contracting could help shareholders assess the company's strategies to manage a transition to a low carbon economy.
Loews Corporation	05/09/2023	Management	1	Yes	Elect Director Ann E. Berman	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	2	Yes	Elect Director Joseph L. Bower	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Loews Corporation	05/09/2023	Management	3	Yes	Elect Director Charles D. Davidson	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	4	Yes	Elect Director Charles M. Diker	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	5	Yes	Elect Director Paul J. Fribourg	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	6	Yes	Elect Director Walter L. Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	7	Yes	Elect Director Susan P. Peters	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	8	Yes	Elect Director Andrew H. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Loews Corporation	05/09/2023	Management	9	Yes	Elect Director James S. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	10	Yes	Elect Director Jonathan M. Tisch	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	11	Yes	Elect Director Anthony Welters	For	For	For	For	Votes AGAINST non-independent nominees Andrew Tisch, Jonathan Tisch, James (Jim) Tisch, Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are warranted for lack of a majority independent board. Votes AGAINST Paul Fribourg, Ann Berman, Joseph Bower, Charles Diker and Walter Harris are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Loews Corporation	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although there is some concern over incomplete disclosure of adjustments to the primary metric utilized under the STI and LTI programs, and the LTI metric is measured annually and overlaps with the STI metric, pay and performance are reasonably aligned at this time.
Loews Corporation	05/09/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Loews Corporation	05/09/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Loews Corporation	05/09/2023	Management	15	Yes	Amend Certificate of Incorporation to Allow Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Louisiana-Pacific Corporation	04/28/2023	Management	1	Yes	Elect Director Jose A. Bayardo	For	For	For	For	A vote FOR all director nominees is warranted.
Louisiana-Pacific Corporation	04/28/2023	Management	2	Yes	Elect Director Stephen E. Macadam	For	For	For	For	A vote FOR all director nominees is warranted.
Louisiana-Pacific Corporation	04/28/2023	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Louisiana-Pacific Corporation	04/28/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Louisiana-Pacific Corporation	04/28/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lowe's Companies, Inc.	05/26/2023	Management	1	Yes	Elect Director Raul Alvarez	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lowe's Companies, Inc.	05/26/2023	Management	2	Yes	Elect Director David H. Batchelder	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	3	Yes	Elect Director Scott H. Baxter	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	4	Yes	Elect Director Sandra B. Cochran	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	5	Yes	Elect Director Laurie Z. Douglas	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	6	Yes	Elect Director Richard W. Dreiling	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	7	Yes	Elect Director Marvin R. Ellison	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	8	Yes	Elect Director Daniel J. Heinrich	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	9	Yes	Elect Director Brian C. Rogers	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	10	Yes	Elect Director Bertram L. Scott	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	11	Yes	Elect Director Colleen Taylor	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	12	Yes	Elect Director Mary Beth West	For	For	For	For	WITHHOLD votes for Richard (Rick) Dreiling and Ralph (Raul) Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lowe's Companies, Inc.	05/26/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year under consideration. Though concerns continue regarding the LTI program, equity awards are half performance-conditioned with multi-year performance periods and annual incentives were based on pre-set financial and operational metrics.
Lowe's Companies, Inc.	05/26/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Lowe's Companies, Inc.	05/26/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lowe's Companies, Inc.	05/26/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LPL Financial Holdings Inc.	05/11/2023	Management	1	Yes	Elect Director Dan H. Arnold	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	2	Yes	Elect Director Edward C. Bernard	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	3	Yes	Elect Director H. Paulett Eberhart	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	4	Yes	Elect Director William F. Glavin, Jr.	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	5	Yes	Elect Director Albert J. Ko	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	6	Yes	Elect Director Allison H. Mnookin	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	7	Yes	Elect Director Anne M. Mulcahy	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	8	Yes	Elect Director James S. Putnam	For	For	Against	Against	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	9	Yes	Elect Director Richard P. Schifter	For	For	Against	Against	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	10	Yes	Elect Director Corey E. Thomas	For	For	For	For	Votes AGAINST James Putnam and Richard Schifter are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LPL Financial Holdings Inc.	05/11/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LPL Financial Holdings Inc.	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
LPL Financial Holdings Inc.	05/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Iululemon atletica inc.	06/07/2023	Management	1	Yes	Elect Director Michael Casey	For	For	Against	Against	Votes AGAINST Michael Casey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iululemon atletica inc.	06/07/2023	Management	2	Yes	Elect Director Glenn Murphy	For	For	For	For	Votes AGAINST Michael Casey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iululemon atletica inc.	06/07/2023	Management	3	Yes	Elect Director David Mussafer	For	For	For	For	Votes AGAINST Michael Casey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Iululemon atletica inc.	06/07/2023	Management	4	Yes	Elect Director Isabel Mahe	For	For	For	For	Votes AGAINST Michael Casey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
lululemon athletica inc.	06/07/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
lululemon athletica inc.	06/07/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
lululemon athletica inc.	06/07/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
lululemon athletica inc.	06/07/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lyft, Inc.	06/15/2023	Management	1	Yes	Elect Director Logan Green	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Logan Green and John David Risher are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Board Chair Logan Green are further warranted in light of significant concerns regarding board oversight of human capital management-related risks. A vote FOR remaining director nominee David (Dave) Stephenson is warranted.
Lyft, Inc.	06/15/2023	Management	2	Yes	Elect Director David Risher	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Logan Green and John David Risher are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Board Chair Logan Green are further warranted in light of significant concerns regarding board oversight of human capital management-related risks. A vote FOR remaining director nominee David (Dave) Stephenson is warranted.
Lyft, Inc.	06/15/2023	Management	3	Yes	Elect Director Dave Stephenson	For	For	For	For	WITHHOLD votes for incumbent director nominees Logan Green and John David Risher are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Board Chair Logan Green are further warranted in light of significant concerns regarding board oversight of human capital management-related risks. A vote FOR remaining director nominee David (Dave) Stephenson is warranted.
Lyft, Inc.	06/15/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Lyft, Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Equity awards to all NEOs were majority time-vesting, with only the CEO and president receiving small PSU grants. Further, the portion of the CEO's equity awarded as performance units declined year-over-year. In addition, as the company does not maintain an annual incentive program, several of the NEOs do not have any strongly performance-based compensation. Lastly, the new CFO received a sizable time-vesting grant upon her hire and the company does not clearly disclose the breakdown between make-whole and inducement compensation.
LyondellBasell Industries N.V.	05/19/2023	Management	1	Yes	Elect Director Jacques Aigrain	For	For	Against	Against	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	2	Yes	Elect Director Lincoln Benet	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	3	Yes	Elect Director Robin Buchanan	For	For	Against	Against	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	4	Yes	Elect Director Anthony (Tony) Chase	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	5	Yes	Elect Director Robert (Bob) Dudley	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	6	Yes	Elect Director Claire Farley	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	7	Yes	Elect Director Rita Griffin	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	8	Yes	Elect Director Michael Hanley	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	9	Yes	Elect Director Virginia Kamsky	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	10	Yes	Elect Director Albert Manifold	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	11	Yes	Elect Director Peter Vanacker	For	For	For	For	Votes AGAINST Jacques Aigrain and Robin Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
LyondellBasell Industries N.V.	05/19/2023	Management	12	Yes	Approve Discharge of Directors	For	For	For	For	A vote FOR this proposal is warranted because of the absence of any information about significant and compelling controversies indicating that the directors are not fulfilling their fiduciary duties.
LyondellBasell Industries N.V.	05/19/2023	Management	13	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this routine item is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
LyondellBasell Industries N.V.	05/19/2023	Management	14	Yes	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LyondellBasell Industries N.V.	05/19/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LyondellBasell Industries N.V.	05/19/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain regarding the relative TSR metric for PSUs targeting median performance. Nonetheless, annual incentives are primarily linked to pre-set financial metrics and granted equity is half performance conditioned and uses multi-year performance periods.
LyondellBasell Industries N.V.	05/19/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
LyondellBasell Industries N.V.	05/19/2023	Management	18	Yes	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	For	A vote FOR this proposal is warranted as the proposed repurchase authority appears to be within reasonable limits and no serious concerns are highlighted.
LyondellBasell Industries N.V.	05/19/2023	Management	19	Yes	Approve Cancellation of Shares	For	For	For	For	Because the cancellation of shares is in shareholders' interests, a vote FOR this proposal is warranted.
M&T Bank Corporation	04/18/2023	Management	1	Yes	Elect Director John P. Barnes	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	2	Yes	Elect Director Robert T. Brady	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	3	Yes	Elect Director Carlton J. Charles	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	4	Yes	Elect Director Jane Chwick	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
M&T Bank Corporation	04/18/2023	Management	5	Yes	Elect Director William F. Cruger, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	6	Yes	Elect Director T. Jefferson Cunningham, III	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	7	Yes	Elect Director Gary N. Geisel	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	8	Yes	Elect Director Leslie V. Godridge	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	9	Yes	Elect Director Rene F. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	10	Yes	Elect Director Richard H. Ledgett, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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M&T Bank Corporation	04/18/2023	Management	11	Yes	Elect Director Melinda R. Rich	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	12	Yes	Elect Director Robert E. Sadler, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	13	Yes	Elect Director Denis J. Salamone	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	14	Yes	Elect Director John R. Scannell	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	15	Yes	Elect Director Rudina Seseri	For	For	For	For	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	16	Yes	Elect Director Kirk W. Walters	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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M&T Bank Corporation	04/18/2023	Management	17	Yes	Elect Director Herbert L. Washington	For	For	Against	Against	Votes AGAINST non-independent nominees Rene Jones, Robert Brady, John Barnes, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich, Robert Sadler Jr., Kirk Walters and Herbert (Herb) Washington are warranted for lack of a majority independent board. Votes AGAINST Robert Brady, T. Jefferson Cunningham III, Gary Geisel, Melinda (Mindy) Rich and Herbert (Herb) Washington are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
M&T Bank Corporation	04/18/2023	Management	18	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern regarding the discretionary nature of the incentive determination process, and the lack of key disclosures. Additionally, the committee lowered the weighting of multi-year performance equity under the LTI program and certain LTI goals are not disclosed. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review. Additionally, most of the metrics assessed for determining incentives were consistent and the largest component of CEO pay consists of performance-conditioned equity. Continued close monitoring of the incentive program structure is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and disclosure.
M&T Bank Corporation	04/18/2023	Management	19	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
M&T Bank Corporation	04/18/2023	Management	20	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
M&T Bank Corporation	04/18/2023	Management	21	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Macy's, Inc.	05/19/2023	Management	1	Yes	Elect Director Emilie Arel	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	2	Yes	Elect Director Francis S. Blake	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	3	Yes	Elect Director Torrence N. Boone	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	4	Yes	Elect Director Ashley Buchanan	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	5	Yes	Elect Director Marie Chandoha	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	6	Yes	Elect Director Naveen K. Chopra	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Macy's, Inc.	05/19/2023	Management	7	Yes	Elect Director Deirdre P. Connelly	For	For	Against	Against	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	8	Yes	Elect Director Jeff Gennette	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	9	Yes	Elect Director Jill Granoff	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	10	Yes	Elect Director William H. Lenehan	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	11	Yes	Elect Director Sara Levinson	For	For	Against	Against	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	12	Yes	Elect Director Antony Spring	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	13	Yes	Elect Director Paul C. Varga	For	For	Against	Against	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	14	Yes	Elect Director Tracey Zhen	For	For	For	For	Votes AGAINST Paul Varga, Deirdre Connelly, and Sara Levinson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Macy's, Inc.	05/19/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Macy's, Inc.	05/19/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Macy's, Inc.	05/19/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Manhattan Associates, Inc.	05/11/2023	Management	1	Yes	Elect Director Eddie Capel	For	For	Against	Against	Votes AGAINST non-independent nominee Eddie Capel are warranted for lack of a majority independent board. A vote FOR Charles E. Moran is warranted.
Manhattan Associates, Inc.	05/11/2023	Management	2	Yes	Elect Director Charles E. Moran	For	For	For	For	Votes AGAINST non-independent nominee Eddie Capel are warranted for lack of a majority independent board. A vote FOR Charles E. Moran is warranted.
Manhattan Associates, Inc.	05/11/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Manhattan Associates, Inc.	05/11/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Manhattan Associates, Inc.	05/11/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/05/2023	Management	1	Yes	Elect Director Jean-Philippe Courtois	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ManpowerGroup Inc.	05/05/2023	Management	2	Yes	Elect Director William Downe	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	3	Yes	Elect Director John F. Ferraro	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	4	Yes	Elect Director William P. Gipson	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	5	Yes	Elect Director Patricia Hemingway Hall	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	6	Yes	Elect Director Julie M. Howard	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	7	Yes	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	8	Yes	Elect Director Muriel Penicaud	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	9	Yes	Elect Director Jonas Prising	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	10	Yes	Elect Director Paul Read	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	11	Yes	Elect Director Elizabeth P. Sartain	For	For	Against	Against	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	12	Yes	Elect Director Michael J. Van Handel	For	For	For	For	Votes AGAINST William (Bill) Downe, Patricia Hemingway Hall, Ulice Payne Jr. and Elizabeth (Libby) Sartain are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ManpowerGroup Inc.	05/05/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ManpowerGroup Inc.	05/05/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ManpowerGroup Inc.	05/05/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marathon Oil Corporation	05/24/2023	Management	1	Yes	Elect Director Chadwick C. Deaton	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	2	Yes	Elect Director Marcela E. Donadio	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	3	Yes	Elect Director M. Elise Hyland	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	4	Yes	Elect Director Holli C. Ladhani	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	5	Yes	Elect Director Mark A. McCollum	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	6	Yes	Elect Director Brent J. Smolik	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	7	Yes	Elect Director Lee M. Tillman	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	8	Yes	Elect Director Shawn D. Williams	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marathon Oil Corporation	05/24/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marathon Oil Corporation	05/24/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although shareholders would benefit from enhanced disclosure in the annual incentive program, both the annual and long-term incentive awards appear sufficiently performance based, and pay outcomes were reasonably in line with performance for the year in review.
Marathon Oil Corporation	05/24/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marathon Petroleum Corporation	04/26/2023	Management	1	Yes	Elect Director J. Michael Stice	For	For	Withhold	Withhold	WITHHOLD votes for director nominees John Surma, J. Michael (Mike) Stice, Susan Tomasky, and Toni Townes-Whitley are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company.
Marathon Petroleum Corporation	04/26/2023	Management	2	Yes	Elect Director John P. Surma	For	For	Withhold	Withhold	WITHHOLD votes for director nominees John Surma, J. Michael (Mike) Stice, Susan Tomasky, and Toni Townes-Whitley are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company.
Marathon Petroleum Corporation	04/26/2023	Management	3	Yes	Elect Director Susan Tomasky	For	For	Withhold	Withhold	WITHHOLD votes for director nominees John Surma, J. Michael (Mike) Stice, Susan Tomasky, and Toni Townes-Whitley are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company.
Marathon Petroleum Corporation	04/26/2023	Management	4	Yes	Elect Director Toni Townes-Whitley	For	For	Withhold	Withhold	WITHHOLD votes for director nominees John Surma, J. Michael (Mike) Stice, Susan Tomasky, and Toni Townes-Whitley are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company.
Marathon Petroleum Corporation	04/26/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marathon Petroleum Corporation	04/26/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft and financial planning perquisites to the CEO.
Marathon Petroleum Corporation	04/26/2023	Management	7	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Marathon Petroleum Corporation	04/26/2023	Management	8	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted as the reduction in the supermajority vote requirements would improve shareholder rights.
Marathon Petroleum Corporation	04/26/2023	Management	9	Yes	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the proposed increase in maximum board size is viewed as reasonable. The board size may only be set within a specified range, which mitigates the potential for abuse.

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Marathon Petroleum Corporation	04/26/2023	Shareholder	10	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. The elimination of supermajority vote requirements would improve shareholder rights and approval of this non-binding item may convey to the board that shareholders may wish for it to take additional steps to ensure they are removed.
Marathon Petroleum Corporation	04/26/2023	Shareholder	11	Yes	Amend Compensation Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the addition of reputational or other financial harm as a recoupment scenario would expand the board's ability to recoup incentive pay and the increased disclosure requirements would also better serve shareholders' informational needs.
Marathon Petroleum Corporation	04/26/2023	Shareholder	12	Yes	Report on Just Transition	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from additional disclosure on the potential social impacts that transitioning to a low carbon economy may have on the company and its operations. Such information would allow shareholders to better assess the company's efforts to manage and mitigate those risks.
Marathon Petroleum Corporation	04/26/2023	Shareholder	13	Yes	Report on Asset Retirement Obligation	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from additional disclosure in assessing potential impacts that transitioning to a low carbon economy may have on the company's refineries and its operations. Such information would allow shareholders to better assess the company's efforts to manage and mitigate those risks.
Maravai LifeSciences Holdings, Inc.	05/18/2023	Management	1	Yes	Elect Director Anat Ashkenazi	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/18/2023	Management	2	Yes	Elect Director Gregory T. Lucier	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/18/2023	Management	3	Yes	Elect Director Luke Marker	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all incumbent director nominees given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Maravai LifeSciences Holdings, Inc.	05/18/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Maravai LifeSciences Holdings, Inc.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Markel Corporation	05/17/2023	Management	1	Yes	Elect Director Mark M. Besca	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	2	Yes	Elect Director K. Bruce Connell	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	3	Yes	Elect Director Lawrence A. Cunningham	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	4	Yes	Elect Director Thomas S. Gayner	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	5	Yes	Elect Director Greta J. Harris	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	6	Yes	Elect Director Morgan E. Housel	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	7	Yes	Elect Director Diane Leopold	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	8	Yes	Elect Director Anthony F. Markel	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	9	Yes	Elect Director Steven A. Markel	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	10	Yes	Elect Director Harold L. Morrison, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	11	Yes	Elect Director Michael O'Reilly	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	12	Yes	Elect Director A. Lynne Puckett	For	For	For	For	A vote FOR all director nominees is warranted.
Markel Corporation	05/17/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

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Markel Corporation	05/17/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Markel Corporation	05/17/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MarketAxess Holdings Inc.	06/07/2023	Management	1	Yes	Elect Director Richard M. McVey	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	2	Yes	Elect Director Christopher R. Concannon	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	3	Yes	Elect Director Nancy Altobello	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	4	Yes	Elect Director Steven L. Begleiter	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	5	Yes	Elect Director Stephen P. Casper	For	For	Against	Against	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	6	Yes	Elect Director Jane Chwick	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	7	Yes	Elect Director William F. Cruger	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	8	Yes	Elect Director Kourtney Gibson	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	9	Yes	Elect Director Richard G. Ketchum	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	10	Yes	Elect Director Emily H. Portney	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	11	Yes	Elect Director Richard L. Prager	For	For	For	For	Votes AGAINST Stephen Casper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
MarketAxess Holdings Inc.	06/07/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MarketAxess Holdings Inc.	06/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Concerns regarding the discretionary nature of the STI plan are mitigated as below target payouts were commensurate with the operating performance. In addition, half the equity awards are targeted to be performance-based.
MarketAxess Holdings Inc.	06/07/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marriott International, Inc.	05/12/2023	Management	1	Yes	Elect Director Anthony G. Capuano	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	2	Yes	Elect Director Isabella D. Goren	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	3	Yes	Elect Director Deborah Marriott Harrison	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Marriott International, Inc.	05/12/2023	Management	4	Yes	Elect Director Frederick A. Henderson	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	5	Yes	Elect Director Eric Hippeau	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	6	Yes	Elect Director Lauren R. Hobart	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	7	Yes	Elect Director Debra L. Lee	For	For	Against	Against	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	8	Yes	Elect Director Aylwin B. Lewis	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	9	Yes	Elect Director David S. Marriott	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	10	Yes	Elect Director Margaret M. McCarthy	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	11	Yes	Elect Director Grant F. Reid	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	12	Yes	Elect Director Horacio D. Rozanski	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	13	Yes	Elect Director Susan C. Schwab	For	For	For	For	Votes AGAINST Debra Lee are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Marriott International, Inc.	05/12/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Marriott International, Inc.	05/12/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.
Marriott International, Inc.	05/12/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marriott International, Inc.	05/12/2023	Management	17	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Marriott International, Inc.	05/12/2023	Shareholder	18	Yes	Publish a Congruency Report of Partnerships with Globalist Organizations	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provide sufficient disclosure on the business-relevant aims of its various partnerships.
Marriott International, Inc.	05/12/2023	Shareholder	19	Yes	Report on Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from global median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	1	Yes	Elect Director Anthony K. Anderson	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Marsh & McLennan Companies, Inc.	05/18/2023	Management	2	Yes	Elect Director John Q. Doyle	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	3	Yes	Elect Director Hafize Gaye Erkan	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	4	Yes	Elect Director Oscar Fanjul	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	5	Yes	Elect Director H. Edward Hanway	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	6	Yes	Elect Director Judith Hartmann	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	7	Yes	Elect Director Deborah C. Hopkins	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Marsh & McLennan Companies, Inc.	05/18/2023	Management	8	Yes	Elect Director Tamara Ingram	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	9	Yes	Elect Director Jane H. Lute	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	10	Yes	Elect Director Steven A. Mills	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	11	Yes	Elect Director Bruce P. Nolop	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	12	Yes	Elect Director Morton O. Schapiro	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	13	Yes	Elect Director Lloyd M. Yates	For	For	Against	Against	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Marsh & McLennan Companies, Inc.	05/18/2023	Management	14	Yes	Elect Director Ray G. Young	For	For	For	For	Votes AGAINST non-independent nominees H. Edward Hanway, John Doyle, Oscar Fanjul Martin, Steven Mills, Bruce Nolop, Morton Schapiro and Lloyd Yates are warranted for lack of a majority independent board. Votes AGAINST H. Edward Hanway, Oscar Fanjul Martin, Steven Mills, Bruce Nolop and Morton Schapiro are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A qualitative review of incentive pay programs reveals mostly positive features, though certain aspects of disclosure could be improved. However, there are significant concerns regarding the committee's decision to amend the CEO's outstanding PSU awards in connection with his announced retirement. This discretionary decision provides more favorable vesting treatment of his outstanding awards and resulted in an incremental value disclosure of more than \$7 million and total CEO pay that is outsized at more than \$32 million. Recent enhancements to retirement benefits are considered a problematic practice and the committee has not disclosed a compelling rationale. Furthermore, concerns are raised as the company provided a large automobile perquisite to former CEO Glaser. In light of these concerns, a vote AGAINST this proposal is warranted.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marsh & McLennan Companies, Inc.	05/18/2023	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Martin Marietta Materials, Inc.	05/11/2023	Management	1	Yes	Elect Director Dorothy M. Ables	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	2	Yes	Elect Director Sue W. Cole	For	For	Against	Against	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	3	Yes	Elect Director Anthony R. Foxx	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	4	Yes	Elect Director John J. Koraleski	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	5	Yes	Elect Director C. Howard Nye	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	6	Yes	Elect Director Laree E. Perez	For	For	Against	Against	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	7	Yes	Elect Director Thomas H. Pike	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	8	Yes	Elect Director Michael J. Quillen	For	For	Against	Against	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Martin Marietta Materials, Inc.	05/11/2023	Management	9	Yes	Elect Director Donald W. Slager	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	10	Yes	Elect Director David C. Wajsgas	For	For	For	For	Votes AGAINST Sue Cole, Laree Perez and Michael Quillen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Martin Marietta Materials, Inc.	05/11/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Martin Marietta Materials, Inc.	05/11/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives appear to incorporate significant committee discretion, with no disclosure of the specific performance targets, weights, nor actual performance used to determine bonus payouts. The long-term incentive program has similar disclosure issues, with no disclosure of forward-looking performance targets for either financial metric. Further, closing cycle awards only provide the performance target and actual performance, but not threshold and maximum. These disclosure issues are particularly concerning for the year in review given above-target earnouts and the identified pay-for-performance misalignment.
Martin Marietta Materials, Inc.	05/11/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Martin Marietta Materials, Inc.	05/11/2023	Shareholder	14	Yes	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from increased transparency on the company's efforts to manage the risks and opportunities associated with climate change and the transition to a low-carbon economy.
Marvell Technology, Inc.	06/16/2023	Management	1	Yes	Elect Director Sara Andrews	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	2	Yes	Elect Director W. Tudor Brown	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	3	Yes	Elect Director Brad W. Buss	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	4	Yes	Elect Director Rebecca W. House	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	5	Yes	Elect Director Marachel L. Knight	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	6	Yes	Elect Director Matthew J. Murphy	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	7	Yes	Elect Director Michael G. Strachan	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	8	Yes	Elect Director Robert E. Switz	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	9	Yes	Elect Director Ford Tamer	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Marvell Technology, Inc.	06/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Marvell Technology, Inc.	06/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Marvell Technology, Inc.	06/16/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Masco Corporation	05/11/2023	Management	1	Yes	Elect Director Keith J. Allman	For	For	For	For	A vote FOR all director nominees is warranted.
Masco Corporation	05/11/2023	Management	2	Yes	Elect Director Aine L. Denari	For	For	For	For	A vote FOR all director nominees is warranted.
Masco Corporation	05/11/2023	Management	3	Yes	Elect Director Christopher A. O'Herlihy	For	For	For	For	A vote FOR all director nominees is warranted.
Masco Corporation	05/11/2023	Management	4	Yes	Elect Director Charles K. Stevens, III	For	For	For	For	A vote FOR all director nominees is warranted.
Masco Corporation	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives were primarily based on pre-set, objective measures, and half of the long-term incentive value is targeted to be performance-conditioned, with multi-year goals.

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Masco Corporation	05/11/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Masco Corporation	05/11/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masimo Corporation	06/26/2023	Management	3	Yes	Elect Management Nominee Director H Michael Cohen	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Management	4	Yes	Elect Management Nominee Director Julie A. Shimer	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Shareholder	5	Yes	Elect Dissident Nominee Director Michelle Brennan	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Shareholder	6	Yes	Elect Dissident Nominee Director Quentin Koffey	Withhold	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Management	10	Yes	Declassify the Board of Directors	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Management	11	Yes	Approve Increase in Size of Board from Five to Seven	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Shareholder	12	Yes	Approve Repeal Any Provision of or Amendment to Bylaws of the Company Adopted Without the Approval of Shareholders after April 20, 2023 and Through the Conclusion of the Annual Meeting	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.
Masimo Corporation	06/26/2023	Shareholder	16	Yes	Elect Dissident Nominee Director Michelle Brennan	For	For	For	For	The dissident has made a case for change. Votes FOR dissident nominees Michelle Brennan and Quentin Koffey are warranted.
Masimo Corporation	06/26/2023	Shareholder	17	Yes	Elect Dissident Nominee Director Quentin Koffey	For	For	For	For	The dissident has made a case for change. Votes FOR dissident nominees Michelle Brennan and Quentin Koffey are warranted.
Masimo Corporation	06/26/2023	Management	19	Yes	Elect Management Nominee Director H Michael Cohen	Withhold	Withhold	Withhold	Withhold	The dissident has made a case for change. Votes FOR dissident nominees Michelle Brennan and Quentin Koffey are warranted.
Masimo Corporation	06/26/2023	Management	20	Yes	Elect Management Nominee Director Julie A. Shimer	Withhold	Withhold	Withhold	Withhold	The dissident has made a case for change. Votes FOR dissident nominees Michelle Brennan and Quentin Koffey are warranted.
Masimo Corporation	06/26/2023	Management	21	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Masimo Corporation	06/26/2023	Management	22	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an excessive amount for the CEO's home/personal security benefits. * The total amount of perquisite compensation reported for the CEO is excessive. * The company maintains agreements that contain a modified single trigger change in control provision.
Masimo Corporation	06/26/2023	Management	23	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Masimo Corporation	06/26/2023	Management	24	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Masimo Corporation	06/26/2023	Management	25	Yes	Approve Increase in Size of Board from Five to Seven	Abstain	For	For	For	A vote FOR this proposal is warranted. A board consisting of seven members is more appropriate for the company than a board consisting of only five members.

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Masimo Corporation	06/26/2023	Shareholder	26	Yes	Approve Repeal Any Provision of or Amendment to Bylaws of the Company Adopted Without the Approval of Shareholders after April 20, 2023 and Through the Conclusion of the Annual Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the dissident has made a compelling case for change and there appears to be minimal downside risk to shareholders in approving the request.
MasTec, Inc.	05/16/2023	Management	1	Yes	Elect Director Ernst N. Csiszar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jorge Mas, Ernst Csiszar and Julia Johnson are warranted for lack of a majority independent board. WITHHOLD votes for Ernst Csiszar and Julia Johnson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Ernst Csiszar and Julia Johnson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/16/2023	Management	2	Yes	Elect Director Julia L. Johnson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jorge Mas, Ernst Csiszar and Julia Johnson are warranted for lack of a majority independent board. WITHHOLD votes for Ernst Csiszar and Julia Johnson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Ernst Csiszar and Julia Johnson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/16/2023	Management	3	Yes	Elect Director Jorge Mas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jorge Mas, Ernst Csiszar and Julia Johnson are warranted for lack of a majority independent board. WITHHOLD votes for Ernst Csiszar and Julia Johnson are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Ernst Csiszar and Julia Johnson are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
MasTec, Inc.	05/16/2023	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MasTec, Inc.	05/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a single trigger change in control provision; * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change in control; and * The company provided an excessive automobile perquisite to the CEO.
MasTec, Inc.	05/16/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MasterBrand, Inc.	06/06/2023	Management	1	Yes	Elect Director R. David Banyard, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
MasterBrand, Inc.	06/06/2023	Management	2	Yes	Elect Director Ann Fritz Hackett	For	For	For	For	A vote FOR all director nominees is warranted.
MasterBrand, Inc.	06/06/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MasterBrand, Inc.	06/06/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MasterBrand, Inc.	06/06/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Mastercard Incorporated	06/27/2023	Management	1	Yes	Elect Director Merit E. Janow	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	2	Yes	Elect Director Candido Bracher	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	3	Yes	Elect Director Richard K. Davis	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	4	Yes	Elect Director Julius Genachowski	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	5	Yes	Elect Director Choon Phong Goh	For	For	Against	Against	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	6	Yes	Elect Director Oki Matsumoto	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	7	Yes	Elect Director Michael Miebach	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	8	Yes	Elect Director Youngme Moon	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	9	Yes	Elect Director Rima Qureshi	For	For	Against	Against	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	10	Yes	Elect Director Gabrielle Sulzberger	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Mastercard Incorporated	06/27/2023	Management	11	Yes	Elect Director Harit Talwar	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	12	Yes	Elect Director Lance Uggle	For	For	For	For	Votes AGAINST Rima Qureshi are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Choon Phong Goh are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mastercard Incorporated	06/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concerns exist regarding the high degree of discretion used in the STI program, as well as the rigor of performance awards. However, targets for the pre-set financial metrics for the STI were set above prior year achievement, equity awards remain majority performance-conditioned, and pay and performance were reasonably aligned for the year under consideration.
Mastercard Incorporated	06/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mastercard Incorporated	06/27/2023	Management	15	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Mastercard Incorporated	06/27/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mastercard Incorporated	06/27/2023	Shareholder	17	Yes	Report on Overseeing Risks Related to Discrimination	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its anti-discrimination policies.
Mastercard Incorporated	06/27/2023	Shareholder	18	Yes	Report on Establishing Merchant Category Code for Gun and Ammunition Stores	Against	Against	For	For	A vote FOR this proposal is warranted. Considering the stunted adoption of the merchant category code (MCC) for gun and ammunition stores, despite numerous public commitments from the company, shareholders would benefit from further information regarding clarified goals and progress towards implementing changes.
Mastercard Incorporated	06/27/2023	Shareholder	19	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Mastercard Incorporated	06/27/2023	Shareholder	20	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest a need to impose the restrictions sought by this proposal.
Mastercard Incorporated	06/27/2023	Shareholder	21	Yes	Report on Cost-Benefit Analysis of Diversity and Inclusion Efforts	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides sufficient disclosure on the benefits of its diversity, equity, and inclusion efforts, and it is not standard industry practice for a company to disclose a detailed cost-benefit analysis of its diversity and inclusion efforts.
Match Group, Inc.	06/22/2023	Management	1	Yes	Elect Director Sharmistha Dubey	For	For	For	For	A vote FOR all director nominees is warranted.
Match Group, Inc.	06/22/2023	Management	2	Yes	Elect Director Ann L. McDaniel	For	For	For	For	A vote FOR all director nominees is warranted.
Match Group, Inc.	06/22/2023	Management	3	Yes	Elect Director Thomas J. McNerney	For	For	For	For	A vote FOR all director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Match Group, Inc.	06/22/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made mid-cycle changes to previously granted PSUs, changing the benchmark used for the awards. Though concerns are noted in the annual pay program, including a fully discretionary annual bonus and a minor modification to in-flight performance equity awards, these are mitigated for the year in review, as pay and performance are reasonably aligned. However, significant concern is noted regarding the CFO's employment agreement amendment, which increased his compensation for FY22 by providing for retention equity awards and, more notably, accelerated vesting of all time-vested equity awards, a problematic pay practice that undermines the retentive aspect of LTI awards. Additionally, concerns remain regarding the entirely discretionary bonus payouts under the annual incentive program.
Match Group, Inc.	06/22/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/15/2023	Management	1	Yes	Elect Director R. Todd Bradley	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	2	Yes	Elect Director Adriana Cisneros	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	3	Yes	Elect Director Michael Dolan	For	For	Against	Against	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	4	Yes	Elect Director Diana Ferguson	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	5	Yes	Elect Director Noreena Hertz	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	6	Yes	Elect Director Ynon Kreiz	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	7	Yes	Elect Director Soren Laursen	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	8	Yes	Elect Director Ann Lewnes	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	9	Yes	Elect Director Roger Lynch	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	10	Yes	Elect Director Dominic Ng	For	For	Against	Against	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mattel, Inc.	05/15/2023	Management	11	Yes	Elect Director Judy Olian	For	For	For	For	Votes AGAINST Michael Dolan and Dominic Ng are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mattel, Inc.	05/15/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mattel, Inc.	05/15/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mattel, Inc.	05/15/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mattel, Inc.	05/15/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chair to be an independent director.
McDonald's Corporation	05/25/2023	Management	1	Yes	Elect Director Anthony Capuano	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	2	Yes	Elect Director Kareem Daniel	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	3	Yes	Elect Director Lloyd Dean	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	4	Yes	Elect Director Catherine Engelbert	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	5	Yes	Elect Director Margaret Georgiadis	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	6	Yes	Elect Director Enrique Hernandez, Jr.	For	For	Against	Against	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	7	Yes	Elect Director Christopher Kempczinski	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	8	Yes	Elect Director Richard Lenny	For	For	Against	Against	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	9	Yes	Elect Director John Mulligan	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	10	Yes	Elect Director Jennifer Taubert	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
McDonald's Corporation	05/25/2023	Management	11	Yes	Elect Director Paul Walsh	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	12	Yes	Elect Director Amy Weaver	For	For	For	For	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	13	Yes	Elect Director Miles White	For	For	Against	Against	Votes AGAINST Enrique (Rick) Hernandez Jr., Richard Lenny and Miles White are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
McDonald's Corporation	05/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive amounts of corporate aircraft-related perquisite to the CEO and aggregate miscellaneous perquisites to certain NEOs.
McDonald's Corporation	05/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
McDonald's Corporation	05/25/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
McDonald's Corporation	05/25/2023	Shareholder	17	Yes	Adopt Policy to Phase Out Use of Medically-Important Antibiotics in Beef and Pork Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted because there are industry and regulatory trends to move towards antibiotic-free meat production as the science more clearly shows the routine use of antibiotics in food farms contributing to the global problem of antibiotic resistance.
McDonald's Corporation	05/25/2023	Shareholder	18	Yes	Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains	Against	Against	For	For	A vote FOR this proposal is warranted as there are industry trends towards phasing out usage of antimicrobials in animal-related food production based on evidence that their routine use in food production contributes to the global problem of antibiotic resistance. Additionally, lack of compliance with WHO guidelines could potentially expose the company to both reputational and regulatory risks.
McDonald's Corporation	05/25/2023	Shareholder	19	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and to have policies in place that seem to address human rights concerns raised by the proponent.
McDonald's Corporation	05/25/2023	Shareholder	20	Yes	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies and disclosures provide adequate information for shareholders to determine whether its employee programs and training materials are having a reverse discrimination effect.
McDonald's Corporation	05/25/2023	Shareholder	21	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying-related expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
McDonald's Corporation	05/25/2023	Shareholder	22	Yes	Issue Transparency Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
McDonald's Corporation	05/25/2023	Shareholder	23	Yes	Report on Animal Welfare	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure on how the key is measuring animal welfare would allow shareholders to better be able to assess the effectiveness of the company's animal welfare efforts and management of related risks.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MDU Resources Group, Inc.	05/09/2023	Management	1	Yes	Elect Director German Carmona Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	2	Yes	Elect Director Thomas Everist	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	3	Yes	Elect Director Karen B. Fagg	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	4	Yes	Elect Director David L. Goodin	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	5	Yes	Elect Director Dennis W. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	6	Yes	Elect Director Patricia L. Moss	For	For	Against	Against	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	7	Yes	Elect Director Dale S. Rosenthal	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	8	Yes	Elect Director Edward A. Ryan	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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MDU Resources Group, Inc.	05/09/2023	Management	9	Yes	Elect Director David M. Sparby	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	10	Yes	Elect Director Chenxi Wang	For	For	For	For	Votes AGAINST non-independent nominees Dennis Johnson, David Goodin, Thomas Everist, Karen Fagg and Patricia Moss are warranted for lack of a majority independent board. Votes AGAINST Thomas Everist, Karen Fagg and Patricia Moss are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MDU Resources Group, Inc.	05/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MDU Resources Group, Inc.	05/09/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
MDU Resources Group, Inc.	05/09/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Merck & Co., Inc.	05/23/2023	Management	1	Yes	Elect Director Douglas M. Baker, Jr.	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	2	Yes	Elect Director Mary Ellen Coe	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	3	Yes	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	4	Yes	Elect Director Robert M. Davis	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	5	Yes	Elect Director Thomas H. Glocer	For	For	Against	Against	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	6	Yes	Elect Director Risa J. Lavizzo-Mourey	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	7	Yes	Elect Director Stephen L. Mayo	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	8	Yes	Elect Director Paul B. Rothman	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	9	Yes	Elect Director Patricia F. Russo	For	For	Against	Against	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Merck & Co., Inc.	05/23/2023	Management	10	Yes	Elect Director Christine E. Seidman	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	11	Yes	Elect Director Inge G. Thulin	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	12	Yes	Elect Director Kathy J. Warden	For	For	For	For	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	13	Yes	Elect Director Peter C. Wendell	For	For	Against	Against	Votes AGAINST Thomas Glocer, Patricia Russo and Peter Wendell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Merck & Co., Inc.	05/23/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Merck & Co., Inc.	05/23/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Merck & Co., Inc.	05/23/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Merck & Co., Inc.	05/23/2023	Shareholder	17	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and has policies in place that seem to address the human rights concerns raised by the proponent.
Merck & Co., Inc.	05/23/2023	Shareholder	18	Yes	Report on Access to COVID-19 Products	Against	For	For	For	A vote FOR this proposal is warranted, as reporting on the impact of public funding on the company's pricing and access plans would allow shareholders to better assess the company's management of related risks.
Merck & Co., Inc.	05/23/2023	Shareholder	19	Yes	Adopt Policy to Require Third-Party Organizations to Annually Report Expenditures for Political Activities	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as management and the board should have the discretion to decide on the company's trade association memberships and their related risks, and it is unclear what control the company has over the disclosure practices of its trade associations.
Merck & Co., Inc.	05/23/2023	Shareholder	20	Yes	Report on Impact of Extended Patent Exclusivities on Product Access	Against	For	For	For	A vote FOR this proposal is warranted, because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anti-competitive practices.
Merck & Co., Inc.	05/23/2023	Shareholder	21	Yes	Publish a Congruency Report of Partnerships with Globalist Organizations	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides sufficient disclosure on the business-relevant aims of its various partnerships.
Merck & Co., Inc.	05/23/2023	Shareholder	22	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/31/2023	Management	1	Yes	Elect Director Peggy Alford	For	Withhold	Withhold	Withhold	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/31/2023	Management	2	Yes	Elect Director Marc L. Andreessen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/31/2023	Management	3	Yes	Elect Director Andrew W. Houston	For	Withhold	Withhold	Withhold	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/31/2023	Management	4	Yes	Elect Director Nancy Killefer	For	For	For	For	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/31/2023	Management	5	Yes	Elect Director Robert M. Kimmitt	For	For	For	For	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/31/2023	Management	6	Yes	Elect Director Sheryl K. Sandberg	For	For	For	For	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Meta Platforms, Inc.	05/31/2023	Management	7	Yes	Elect Director Tracey T. Travis	For	For	For	For	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/31/2023	Management	8	Yes	Elect Director Tony Xu	For	Withhold	Withhold	Withhold	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/31/2023	Management	9	Yes	Elect Director Mark Zuckerberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for Marc Andreessen are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent compensation committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu are warranted, in the absence of a say-on-pay proposal on the ballot, due to numerous concerns regarding the executive pay program. WITHHOLD votes for incumbent governance committee members Peggy Alford, Marc Andreessen, Andrew Houston, and Tony Xu, in addition to Mark Zuckerberg, the owner of the supervoting shares, are further warranted given that the multi-class structure is not subject to a reasonable time-based sunset provision. WITHHOLD votes for Peggy Alford in her capacity as chair of the compensation, nominating, & governance are further warranted due to consecutive years of high director pay without reasonable rationale disclosed. A vote FOR the remaining director nominees is warranted.
Meta Platforms, Inc.	05/31/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Meta Platforms, Inc.	05/31/2023	Shareholder	11	Yes	Report on Government Take Down Requests	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides enough information for shareholders to understand its policies and processes for removing content.

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Meta Platforms, Inc.	05/31/2023	Shareholder	12	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.
Meta Platforms, Inc.	05/31/2023	Shareholder	13	Yes	Report on Human Rights Impact Assessment of Targeted Advertising	Against	For	For	For	A vote FOR this proposal is warranted, as an independent Human Rights Impact Assessment would help shareholders better assess Meta's management of risks related to its targeted advertising policies and practices.
Meta Platforms, Inc.	05/31/2023	Shareholder	14	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional reporting on the company's direct and indirect lobbying practices, policies, and expenditures would benefit shareholders in assessing its management of related risks.
Meta Platforms, Inc.	05/31/2023	Shareholder	15	Yes	Report on Allegations of Political Entanglement and Content Management Biases in India	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from additional disclosure regarding potential political entanglement and how the Company is managing the associated risks.
Meta Platforms, Inc.	05/31/2023	Shareholder	16	Yes	Report on Framework to Assess Company Lobbying Alignment with Climate Goals	Against	For	For	For	A vote FOR this proposal is warranted at this time. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's direct and indirect climate lobbying, and how the company would plan to mitigate any risks that might be identified.
Meta Platforms, Inc.	05/31/2023	Shareholder	17	Yes	Report on Data Privacy regarding Reproductive Healthcare	Against	For	For	For	A vote FOR this proposal is warranted. The company is legally required to comply with information requests but could be doing more to protect consumers' data privacy and protect the company from further reputational risk.
Meta Platforms, Inc.	05/31/2023	Shareholder	18	Yes	Report on Enforcement of Community Standards and User Content	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing material risks related to misinformation and harmful content.
Meta Platforms, Inc.	05/31/2023	Shareholder	19	Yes	Report on Child Safety and Harm Reduction	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on how the company measures and tracks metrics related to child safety on the company's platforms would give shareholders more information on how well the company is managing related risks.
Meta Platforms, Inc.	05/31/2023	Shareholder	20	Yes	Report on Executive Pay Calibration to Externalized Costs	Against	For	For	For	A vote FOR this proposal is warranted, as the request is not considered burdensome, the company's executive compensation metrics do not clearly disclose weightings or metrics, and there is ambiguity into the impact that environmental and other globally-focused goals have on the annual bonus payout.
Meta Platforms, Inc.	05/31/2023	Shareholder	21	Yes	Commission Independent Review of Audit & Risk Oversight Committee	Against	Against	For	For	A vote FOR this proposal is warranted as an independent assessment of the Audit and Risk Oversight Committee's capacities and performance would allow shareholders to gain more information on how the company is overseeing and managing related risks.
MetLife, Inc.	06/20/2023	Management	1	Yes	Elect Director Cheryl W. Grise	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	2	Yes	Elect Director Carlos M. Gutierrez	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	3	Yes	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	4	Yes	Elect Director Gerald L. Hassell	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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MetLife, Inc.	06/20/2023	Management	5	Yes	Elect Director David L. Herzog	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	6	Yes	Elect Director R. Glenn Hubbard	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	7	Yes	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	8	Yes	Elect Director Edward J. Kelly, III	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	9	Yes	Elect Director William E. Kennard	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	10	Yes	Elect Director Michel A. Khalaf	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	11	Yes	Elect Director Catherine R. Kinney	For	For	Against	Against	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	12	Yes	Elect Director Diana L. McKenzie	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	13	Yes	Elect Director Denise M. Morrison	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	14	Yes	Elect Director Mark A. Weinberger	For	For	For	For	Votes AGAINST R. Glenn Hubbard, Cheryl Grise and Catherine Kinney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MetLife, Inc.	06/20/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MetLife, Inc.	06/20/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the weightings for the annual incentives are not disclosed, the company partially bases the annual incentives on a pre-set financial metric. Additionally, the majority of the long-term incentives are performance-based and utilize a multi-year performance period, although the company targets merely median performance for the relative TSR metric.
MetLife, Inc.	06/20/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mettler-Toledo International Inc.	05/04/2023	Management	1	Yes	Elect Director Robert F. Spoerry	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/04/2023	Management	2	Yes	Elect Director Roland Diggelmann	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Mettler-Toledo International Inc.	05/04/2023	Management	3	Yes	Elect Director Domitille Doat-Le Bigot	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/04/2023	Management	4	Yes	Elect Director Elisha W. Finney	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/04/2023	Management	5	Yes	Elect Director Richard Francis	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/04/2023	Management	6	Yes	Elect Director Michael A. Kelly	For	For	Against	Against	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/04/2023	Management	7	Yes	Elect Director Thomas P. Salice	For	For	Against	Against	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/04/2023	Management	8	Yes	Elect Director Ingrid Zhang	For	For	For	For	Votes AGAINST Thomas Salice and Michael Kelly are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mettler-Toledo International Inc.	05/04/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mettler-Toledo International Inc.	05/04/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance were reasonably aligned for the year in review, although there is some concern about the lack of disclosure with regards to metric weightings for the annual incentive plan.
Mettler-Toledo International Inc.	05/04/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MGIC Investment Corporation	04/27/2023	Management	1	Yes	Elect Director Analisa M. Allen	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	2	Yes	Elect Director Daniel A. Arrigoni	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	3	Yes	Elect Director C. Edward Chaplin	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	4	Yes	Elect Director Curt S. Culver	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	5	Yes	Elect Director Jay C. Hartzell	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	6	Yes	Elect Director Timothy A. Holt	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MGIC Investment Corporation	04/27/2023	Management	7	Yes	Elect Director Jodeen A. Kozlak	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	8	Yes	Elect Director Michael E. Lehman	For	For	Withhold	Withhold	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	9	Yes	Elect Director Teresita M. Lowman	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	10	Yes	Elect Director Timothy J. Mattke	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	11	Yes	Elect Director Sheryl L. Sculley	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	12	Yes	Elect Director Mark M. Zandi	For	For	For	For	WITHHOLD votes for Michael Lehman and Timothy Holt are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MGIC Investment Corporation	04/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MGIC Investment Corporation	04/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MGIC Investment Corporation	04/27/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGM Resorts International	05/02/2023	Management	1	Yes	Elect Director Barry Diller	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	2	Yes	Elect Director Alexis M. Herman	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	3	Yes	Elect Director William J. Hornbuckle	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	4	Yes	Elect Director Mary Chris Jammet	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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MGM Resorts International	05/02/2023	Management	5	Yes	Elect Director Joey Levin	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	6	Yes	Elect Director Rose McKinney-James	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	7	Yes	Elect Director Keith A. Meister	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	8	Yes	Elect Director Paul Salem	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	9	Yes	Elect Director Jan G. Swartz	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	10	Yes	Elect Director Daniel J. Taylor	For	For	Against	Against	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	11	Yes	Elect Director Ben Winston	For	For	For	For	Votes AGAINST Alexis Herman, Rose McKinney-James and Daniel (Dan) Taylor are warranted for serving as non-independent members of a key board committee. Votes AGAINST Joseph (Joey) Levin are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
MGM Resorts International	05/02/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MGM Resorts International	05/02/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate personal use of corporate aircraft perquisite to the CEO.
MGM Resorts International	05/02/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Micron Technology, Inc.	01/12/2023	Management	1	Yes	Elect Director Richard M. Beyer	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Micron Technology, Inc.	01/12/2023	Management	2	Yes	Elect Director Lynn A. Dugle	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/12/2023	Management	3	Yes	Elect Director Steven J. Gomo	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/12/2023	Management	4	Yes	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/12/2023	Management	5	Yes	Elect Director Mary Pat McCarthy	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/12/2023	Management	6	Yes	Elect Director Sanjay Mehrotra	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/12/2023	Management	7	Yes	Elect Director Robert E. Switz	For	For	Against	Against	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/12/2023	Management	8	Yes	Elect Director MaryAnn Wright	For	For	For	For	Votes AGAINST Robert (Bob) Switz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Micron Technology, Inc.	01/12/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal security perquisite to the CEO
Micron Technology, Inc.	01/12/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 9.57 percent is acceptable.
Micron Technology, Inc.	01/12/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	1	Yes	Elect Director H. Eric Bolton, Jr.	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	2	Yes	Elect Director Deborah H. Caplan	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	3	Yes	Elect Director John P. Case	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	4	Yes	Elect Director Tamara Fischer	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	5	Yes	Elect Director Alan B. Graf, Jr.	For	For	Against	Against	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	6	Yes	Elect Director Toni Jennings	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Mid-America Apartment Communities, Inc.	05/16/2023	Management	7	Yes	Elect Director Edith Kelly-Green	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	8	Yes	Elect Director James K. Lowder	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	9	Yes	Elect Director Thomas H. Lowder	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	10	Yes	Elect Director Claude B. Nielsen	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	11	Yes	Elect Director W. Reid Sanders	For	For	Against	Against	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	12	Yes	Elect Director Gary S. Shorb	For	For	Against	Against	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	13	Yes	Elect Director David P. Stockert	For	For	For	For	Votes AGAINST Alan Graf Jr., William Sanders and Gary Shorb are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Though concerns continue to exist regarding the rigor of the LTI program, the majority of equity awards are performance-conditioned with forward-looking targets, and TSR PSUs are capped at target if absolute TSR is negative. Additionally, annual incentives for the CEO were based on pre-set financial metrics.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mid-America Apartment Communities, Inc.	05/16/2023	Management	17	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Middleby Corporation	05/16/2023	Management	1	Yes	Elect Director Sarah Palisi Chapin	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Middleby Corporation	05/16/2023	Management	2	Yes	Elect Director Timothy J. FitzGerald	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Middleby Corporation	05/16/2023	Management	3	Yes	Elect Director Cathy L. McCarthy	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Middleby Corporation	05/16/2023	Management	4	Yes	Elect Director John R. Miller, III	For	For	Against	Against	Votes AGAINST Gordon O'Brien and John Miller III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Middleby Corporation	05/16/2023	Management	5	Yes	Elect Director Robert A. Nerbonne	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Middleby Corporation	05/16/2023	Management	6	Yes	Elect Director Gordon O'Brien	For	For	Against	Against	Votes AGAINST Gordon O'Brien and John Miller III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Middleby Corporation	05/16/2023	Management	7	Yes	Elect Director Nassem Ziyad	For	For	For	For	Votes AGAINST Gordon O'Brien and John Miller III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Middleby Corporation	05/16/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Middleby Corporation	05/16/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Middleby Corporation	05/16/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mirati Therapeutics, Inc.	05/11/2023	Management	1	Yes	Elect Director Charles M. Baum	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	2	Yes	Elect Director Bruce L.A. Carter	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	3	Yes	Elect Director Julie M. Cherrington	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	4	Yes	Elect Director Aaron I. Davis	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	5	Yes	Elect Director Faheem Hasnain	For	For	Withhold	Withhold	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	6	Yes	Elect Director Craig Johnson	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	7	Yes	Elect Director Maya Martinez-Davis	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	8	Yes	Elect Director David Meek	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	9	Yes	Elect Director Shalini Sharp	For	For	For	For	WITHHOLD votes for Faheem Hasnain are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Mirati Therapeutics, Inc.	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were earned below target and are based on pre-set objective measures, and half of the equity awards are performance-conditioned.

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Mirati Therapeutics, Inc.	05/11/2023	Management	11	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Mirati Therapeutics, Inc.	05/11/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
MKS Instruments, Inc.	05/16/2023	Management	1	Yes	Elect Director Peter J. Cannone, III	For	For	For	For	A vote FOR all director nominees is warranted.
MKS Instruments, Inc.	05/16/2023	Management	2	Yes	Elect Director Joseph B. Donahue	For	For	For	For	A vote FOR all director nominees is warranted.
MKS Instruments, Inc.	05/16/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
MKS Instruments, Inc.	05/16/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MKS Instruments, Inc.	05/16/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moderna, Inc.	05/03/2023	Management	1	Yes	Elect Director Stephen Berenson	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Paul Sagan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Moderna, Inc.	05/03/2023	Management	2	Yes	Elect Director Sandra Horning	For	For	For	For	WITHHOLD votes are warranted for incumbent governance committee member Paul Sagan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Moderna, Inc.	05/03/2023	Management	3	Yes	Elect Director Paul Sagan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance committee member Paul Sagan given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the charter and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Moderna, Inc.	05/03/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's home/personal security benefits.
Moderna, Inc.	05/03/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moderna, Inc.	05/03/2023	Shareholder	6	Yes	Report on Feasibility of Technology Transfer to Boost Covid-19 Vaccine Production	Against	Against	For	For	A vote FOR this proposal is warranted, as the company has faced recent criticism for its role in global COVID-19 vaccine inequity and additional information would allow shareholders to understand how the company is managing related risks.
Mohawk Industries, Inc.	05/25/2023	Management	1	Yes	Elect Director Karen A. Smith Bogart	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Lorberbaum and Karen Smith Bogart are warranted for lack of a majority independent board. Votes AGAINST Karen Smith Bogart are also warranted for serving as a non-independent member of a key board committee.
Mohawk Industries, Inc.	05/25/2023	Management	2	Yes	Elect Director Jeffrey S. Lorberbaum	For	For	Against	Against	Votes AGAINST non-independent nominees Jeffrey Lorberbaum and Karen Smith Bogart are warranted for lack of a majority independent board. Votes AGAINST Karen Smith Bogart are also warranted for serving as a non-independent member of a key board committee.
Mohawk Industries, Inc.	05/25/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Mohawk Industries, Inc.	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentive awards are entirely based on objective financial measures, with below target payouts aligned with recent performance, while annual equity grants are largely performance-based.
Mohawk Industries, Inc.	05/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mohawk Industries, Inc.	05/25/2023	Shareholder	6	Yes	Oversee and Report a Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Mohawk's efforts to address the issue of any inequality in its workforce and its management of related risks.
Molina Healthcare, Inc.	05/03/2023	Management	1	Yes	Elect Director Barbara L. Brasier	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	2	Yes	Elect Director Daniel Cooperman	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	3	Yes	Elect Director Stephen H. Lockhart	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	4	Yes	Elect Director Steven J. Orlando	For	For	Against	Against	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	5	Yes	Elect Director Ronna E. Romney	For	For	Against	Against	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	6	Yes	Elect Director Richard M. Schapiro	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	7	Yes	Elect Director Dale B. Wolf	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	8	Yes	Elect Director Richard C. Zoretic	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	9	Yes	Elect Director Joseph M. Zubretsky	For	For	For	For	Votes AGAINST Steven Orlando and Ronna Romney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Molina Healthcare, Inc.	05/03/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay is reasonably aligned with performance. While shareholders would benefit from increased disclosure of the performance targets underlying the PSU grants, the majority of CEO pay remains conditioned on objective financial performance, and the recent above target payouts are aligned with the company's recent performance.
Molina Healthcare, Inc.	05/03/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Molina Healthcare, Inc.	05/03/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Molson Coors Beverage Company	05/17/2023	Management	1	Yes	Elect Director Roger G. Eaton	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. Sanford Riley, Roger Eaton, and Charles Herington are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Roger Eaton and Charles Herington are warranted for failing to include auditor ratification on the proxy ballot and due to significant pledging activity at the company, which represents a material risk to shareholders.
Molson Coors Beverage Company	05/17/2023	Management	2	Yes	Elect Director Charles M. Herington	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. Sanford Riley, Roger Eaton, and Charles Herington are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Roger Eaton and Charles Herington are warranted for failing to include auditor ratification on the proxy ballot and due to significant pledging activity at the company, which represents a material risk to shareholders.
Molson Coors Beverage Company	05/17/2023	Management	3	Yes	Elect Director H. Sanford Riley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees H. Sanford Riley, Roger Eaton, and Charles Herington are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Roger Eaton and Charles Herington are warranted for failing to include auditor ratification on the proxy ballot and due to significant pledging activity at the company, which represents a material risk to shareholders.
Molson Coors Beverage Company	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned. The majority of CEO pay is conditioned on objective performance metrics. Annual incentives were earned below target and the recently completed LTI performance period resulted in no PSUs vesting, indicating performance targets are sufficiently rigorous.
Mondelez International, Inc.	05/17/2023	Management	1	Yes	Elect Director Lewis W.K. Booth	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	2	Yes	Elect Director Charles E. Bunch	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	3	Yes	Elect Director Ertharin Cousin	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	4	Yes	Elect Director Jorge S. Mesquita	For	For	Against	Against	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	5	Yes	Elect Director Anindita Mukherjee	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	6	Yes	Elect Director Jane Hamilton Nielsen	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	7	Yes	Elect Director Patrick T. Siewert	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	8	Yes	Elect Director Michael A. Todman	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Mondelez International, Inc.	05/17/2023	Management	9	Yes	Elect Director Dirk Van de Put	For	For	For	For	Votes AGAINST Jorge Mesquita are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Mondelez International, Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related and financial planning perquisites to the CEO.
Mondelez International, Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Mondelez International, Inc.	05/17/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mondelez International, Inc.	05/17/2023	Shareholder	13	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Mondelez International, Inc.	05/17/2023	Shareholder	14	Yes	Report on 2025 Cage-Free Egg Goal	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from increased disclosure regarding the company's progress in reaching its 2025 cage-free egg commitment.
Mondelez International, Inc.	05/17/2023	Shareholder	15	Yes	Report on Targets to Eradicate Child Labor in Cocoa Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted, as increased transparency on Mondelez's supply chain policies and processes could help alleviate related risks.
Monolithic Power Systems, Inc.	06/15/2023	Management	1	Yes	Elect Director Victor K. Lee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Victor Lee and James Moyer are warranted for lack of a majority independent board. WITHHOLD votes for Victor Lee are also warranted for serving as a non-independent member of a key board committee.
Monolithic Power Systems, Inc.	06/15/2023	Management	2	Yes	Elect Director James C. Moyer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Victor Lee and James Moyer are warranted for lack of a majority independent board. WITHHOLD votes for Victor Lee are also warranted for serving as a non-independent member of a key board committee.
Monolithic Power Systems, Inc.	06/15/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditor	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Monolithic Power Systems, Inc.	06/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. CEO pay as valued by Public Fund Advisory Services increased by more than 33 percent year-over-year, and was nearly three times the median CEO pay in the company-selected peer group. The company also utilizes a high maximum opportunity in the short- and long-term programs. With the annual bonus earned at maximum in FY22, the CEO received a payout at four times his target bonus opportunity. In addition, the company amended FY22 equity awards, switching to stock price goals with only limited rationale explaining why the original goals were no longer appropriate. While the new goals require an increase in stock price, they were awarded after a rather steep decline in price. Lastly, other NEO pay is also relatively high, as compared to the median peer CEO.
Monolithic Power Systems, Inc.	06/15/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Monolithic Power Systems, Inc.	06/15/2023	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Monster Beverage Corporation	06/22/2023	Management	1	Yes	Elect Director Rodney C. Sacks	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	2	Yes	Elect Director Hilton H. Schlosberg	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	3	Yes	Elect Director Mark J. Hall	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	4	Yes	Elect Director Ana Demel	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	5	Yes	Elect Director James L. Dinkins	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	6	Yes	Elect Director Gary P. Fayard	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	7	Yes	Elect Director Tiffany M. Hall	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	8	Yes	Elect Director Jeanne P. Jackson	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	9	Yes	Elect Director Steven G. Pizula	For	For	For	For	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	10	Yes	Elect Director Mark S. Vidergauz	For	For	Withhold	Withhold	WITHHOLD votes for Mark Vidergauz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Monster Beverage Corporation	06/22/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Monster Beverage Corporation	06/22/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based largely on a pre-set financial objective as well as individual performance. However, compensating two co-CEOs each at the same level as one CEO can be costly to shareholders in terms of total executive compensation. Continued monitoring is also warranted for the committee's discretion in providing one-time bonuses.
Monster Beverage Corporation	06/22/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Monster Beverage Corporation	06/22/2023	Management	14	Yes	Increase Authorized Common Stock	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.
Monster Beverage Corporation	06/22/2023	Management	15	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Moody's Corporation	04/18/2023	Management	1	Yes	Elect Director Jorge A. Bermudez	For	For	Against	Against	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	2	Yes	Elect Director Therese Esperdy	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	3	Yes	Elect Director Robert Fauber	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	4	Yes	Elect Director Vincent A. Forlenza	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	5	Yes	Elect Director Kathryn M. Hill	For	For	Against	Against	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	6	Yes	Elect Director Lloyd W. Howell, Jr.	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	7	Yes	Elect Director Jose M. Minaya	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	8	Yes	Elect Director Leslie F. Seidman	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	9	Yes	Elect Director Zig Serafin	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	10	Yes	Elect Director Bruce Van Saun	For	For	For	For	Votes AGAINST Jorge Bermudez and Kathryn Hill are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Moody's Corporation	04/18/2023	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 10.25 percent is not excessive.
Moody's Corporation	04/18/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Moody's Corporation	04/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives are primarily performance-based, while the long-term incentives are majority based on multi-year performance.
Moody's Corporation	04/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Morgan Stanley	05/19/2023	Management	1	Yes	Elect Director Alistair Darling	For	For	For	For	A vote FOR the director nominees is warranted.

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Morgan Stanley	05/19/2023	Management	2	Yes	Elect Director Thomas H. Glocer	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	3	Yes	Elect Director James P. Gorman	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	4	Yes	Elect Director Robert H. Herz	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	5	Yes	Elect Director Erika H. James	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	6	Yes	Elect Director Hironori Kamezawa	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	7	Yes	Elect Director Shelley B. Leibowitz	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	8	Yes	Elect Director Stephen J. Luczo	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	9	Yes	Elect Director Jami Miscik	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	10	Yes	Elect Director Masato Miyachi	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	11	Yes	Elect Director Dennis M. Nally	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	12	Yes	Elect Director Mary L. Schapiro	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	13	Yes	Elect Director Perry M. Traquina	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	14	Yes	Elect Director Rayford Wilkins, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Morgan Stanley	05/19/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Morgan Stanley	05/19/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some continuing concern regarding the impact of discretion in determining NEO incentive pay (which includes cash bonuses), and the lack of key disclosures, such as specific target and maximum award opportunities, pre-set target goals, and individual metric weightings. Additionally, the disclosed pay levels for the CEO's broad target total pay range increased significantly, which warrants continued monitoring. However, there are mitigating factors identified. In particular, CEO pay and company performance are reasonably aligned. Additionally, financial metrics considered under the performance assessment were generally consistent and the decrease in performance-year incentive pay is directionally aligned with somewhat weaker company performance year-over-year. Further, the large majority of equity awards are based on clearly-disclosed multi-year goals, and the relative metric now targets outperformance. Continued close monitoring of pay program structure and outcomes is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of the incentive program structure in particular.
Morgan Stanley	05/19/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Morgan Stanley	05/19/2023	Shareholder	18	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Morgan Stanley	05/19/2023	Shareholder	19	Yes	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	Against	Against	For	For	A vote FOR this proposal is warranted, as it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.

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Morningstar, Inc.	05/12/2023	Management	1	Yes	Elect Director Joe Mansueto	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	2	Yes	Elect Director Kunal Kapoor	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	3	Yes	Elect Director Robin Diamonte	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	4	Yes	Elect Director Cheryl Francis	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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Morningstar, Inc.	05/12/2023	Management	5	Yes	Elect Director Steve Joynt	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	6	Yes	Elect Director Steve Kaplan	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	7	Yes	Elect Director Gail Landis	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	8	Yes	Elect Director Bill Lyons	For	For	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Morningstar, Inc.	05/12/2023	Management	9	Yes	Elect Director Doniel Sutton	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	10	Yes	Elect Director Caroline Tsay	For	Against	Against	Against	Votes AGAINST non-independent nominees Joe Mansueto, Kunal Kapoor, Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are warranted for lack of a majority independent board. Votes AGAINST Cheryl Francis, Stephen (Steve) Joynt, Steve Kaplan, Gail Landis and William (Bill) Lyons are also warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Robin Diamonte, Cheryl Francis, Gail Landis, Doniel Sutton, and Caroline Tsay are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
Morningstar, Inc.	05/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Morningstar, Inc.	05/12/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Morningstar, Inc.	05/12/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Motorola Solutions, Inc.	05/16/2023	Management	1	Yes	Elect Director Gregory Q. Brown	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/16/2023	Management	2	Yes	Elect Director Kenneth D. Denman	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/16/2023	Management	3	Yes	Elect Director Egon P. Durban	For	Against	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Motorola Solutions, Inc.	05/16/2023	Management	4	Yes	Elect Director Ayanna M. Howard	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/16/2023	Management	5	Yes	Elect Director Clayton M. Jones	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/16/2023	Management	6	Yes	Elect Director Judy C. Lewent	For	For	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/16/2023	Management	7	Yes	Elect Director Gregory K. Mondre	For	Against	Against	Against	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/16/2023	Management	8	Yes	Elect Director Joseph M. Tucci	For	For	For	For	Votes AGAINST non-independent nominees Gregory (Greg) Brown, Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are warranted for lack of a majority independent board. Votes AGAINST Egon Durban, Judy Lewent, and Gregory (Greg) Mondre are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Egon Durban are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Motorola Solutions, Inc.	05/16/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Motorola Solutions, Inc.	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisite to the CEO.
Motorola Solutions, Inc.	05/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MSA SAFETY INCORPORATED	05/12/2023	Management	1	Yes	Elect Director William M. Lambert	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishan (Nish) Vartanian, William Lambert and Diane Pearse are warranted for lack of a majority independent board.
MSA SAFETY INCORPORATED	05/12/2023	Management	2	Yes	Elect Director Diane M. Pearse	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishan (Nish) Vartanian, William Lambert and Diane Pearse are warranted for lack of a majority independent board.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MSA SAFETY INCORPORATED	05/12/2023	Management	3	Yes	Elect Director Nishan J. Vartanian	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishan (Nish) Vartanian, William Lambert and Diane Pearse are warranted for lack of a majority independent board.
MSA SAFETY INCORPORATED	05/12/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MSA SAFETY INCORPORATED	05/12/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditor	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSA SAFETY INCORPORATED	05/12/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MSA SAFETY INCORPORATED	05/12/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	1	Yes	Elect Director Erik Gershwind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	2	Yes	Elect Director Louise Goeser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	3	Yes	Elect Director Mitchell Jacobson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	4	Yes	Elect Director Michael Kaufmann	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	5	Yes	Elect Director Steven Paladino	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	6	Yes	Elect Director Philip Peller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MSC Industrial Direct Co., Inc.	01/25/2023	Management	7	Yes	Elect Director Rahquel Purcell	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	8	Yes	Elect Director Rudina Seseri	For	For	For	For	WITHHOLD votes for non-independent nominees Mitchell Jacobson, Erik Gershwind, Philip Peller, and Louise Goeser are warranted for lack of a majority independent board. WITHHOLD votes for Philip Peller and Louise Goeser are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
MSC Industrial Direct Co., Inc.	01/25/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
MSCI Inc.	04/25/2023	Management	1	Yes	Elect Director Henry A. Fernandez	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	2	Yes	Elect Director Robert G. Ashe	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	3	Yes	Elect Director Wayne Edmunds	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	4	Yes	Elect Director Catherine R. Kinney	For	For	Against	Against	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	5	Yes	Elect Director Robin L. Matlock	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	6	Yes	Elect Director Jacques P. Perold	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	7	Yes	Elect Director C.D. Baer Pettit	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	8	Yes	Elect Director Sandy C. Rattray	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	9	Yes	Elect Director Linda H. Riefler	For	For	Against	Against	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	10	Yes	Elect Director Marcus L. Smith	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
MSCI Inc.	04/25/2023	Management	11	Yes	Elect Director Rajat Taneja	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	12	Yes	Elect Director Paula Volent	For	For	For	For	Votes AGAINST Catherine Kinney and Linda Riefler are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
MSCI Inc.	04/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and the CEO's equity awards are entirely performance-conditioned, linked to multi-year performance periods. That being said, concerns are raised regarding the structure of the PSUs that provide for an outsized maximum payout at 300 percent of target, and the lack of disclosure of forward-looking performance goals for the newly implemented PSOs.
MSCI Inc.	04/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
MSCI Inc.	04/25/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nasdaq, Inc.	06/21/2023	Management	1	Yes	Elect Director Melissa M. Arnoldi	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	2	Yes	Elect Director Charlene T. Begley	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	3	Yes	Elect Director Steven D. Black	For	For	Against	Against	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	4	Yes	Elect Director Adena T. Friedman	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	5	Yes	Elect Director Essa Kazim	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	6	Yes	Elect Director Thomas A. Kloet	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	7	Yes	Elect Director Michael R. Splinter	For	For	Against	Against	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	8	Yes	Elect Director Johan Torgeby	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	9	Yes	Elect Director Toni Townes-Whitley	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nasdaq, Inc.	06/21/2023	Management	10	Yes	Elect Director Jeffery W. Yabuki	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	11	Yes	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST Michael Splinter and Steven Black are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Nasdaq, Inc.	06/21/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Nasdaq, Inc.	06/21/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nasdaq, Inc.	06/21/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nasdaq, Inc.	06/21/2023	Shareholder	15	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Natera, Inc.	06/09/2023	Management	1	Yes	Elect Director Rowan Chapman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Rowan Chapman, Herman (Herm) Rosenman, and Jonathan Sheena given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Natera, Inc.	06/09/2023	Management	2	Yes	Elect Director Herm Rosenman	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Rowan Chapman, Herman (Herm) Rosenman, and Jonathan Sheena given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Natera, Inc.	06/09/2023	Management	3	Yes	Elect Director Jonathan Sheena	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Rowan Chapman, Herman (Herm) Rosenman, and Jonathan Sheena given that the board failed to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Natera, Inc.	06/09/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Natera, Inc.	06/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.
National Fuel Gas Company	03/09/2023	Management	1	Yes	Elect Director David C. Carroll	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	2	Yes	Elect Director Steven C. Finch	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	3	Yes	Elect Director Joseph N. Jagers	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	4	Yes	Elect Director Jeffrey W. Shaw	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	5	Yes	Elect Director Thomas E. Skains	For	For	For	For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	6	Yes	Elect Director David F. Smith	For	For	For	For	A vote FOR the director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Fuel Gas Company	03/09/2023	Management	7	Yes	Elect Director Ronald J. Tanski	For	For		For	A vote FOR the director nominees is warranted.
National Fuel Gas Company	03/09/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
National Fuel Gas Company	03/09/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Fuel Gas Company	03/09/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Instruments Corporation	05/09/2023	Management	1	Yes	Elect Director Michael E. McGrath	For	For	For	For	Votes FOR all director nominees are warranted.
National Instruments Corporation	05/09/2023	Management	2	Yes	Elect Director Alexander M. Davern	For	For	For	For	Votes FOR all director nominees are warranted.
National Instruments Corporation	05/09/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.
National Instruments Corporation	05/09/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Instruments Corporation	05/09/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Instruments Corporation	06/29/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the company's reasonably thorough review of strategic alternatives, the premium to the unaffected price and historical trading levels, the certainty of value inherent in the cash form of consideration, and the downside risk of non-approval, a vote FOR the merger transaction is warranted.
National Instruments Corporation	06/29/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, a majority of outstanding equity awards are double trigger and PSUs will vest at target levels.
National Instruments Corporation	06/29/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given the underlying transaction merits support.
National Retail Properties, Inc.	05/16/2023	Management	1	Yes	Elect Director Pamela K.M. Beall	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	2	Yes	Elect Director Steven D. Cosler	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	3	Yes	Elect Director David M. Fick	For	For	Against	Against	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	4	Yes	Elect Director Edward J. Fritsch	For	For	Against	Against	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	5	Yes	Elect Director Elizabeth C. Gulacsy	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	6	Yes	Elect Director Kevin B. Habicht	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	7	Yes	Elect Director Betsy D. Holden	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Retail Properties, Inc.	05/16/2023	Management	8	Yes	Elect Director Stephen A. Horn, Jr.	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	9	Yes	Elect Director Kamau O. Witherspoon	For	For	For	For	Votes AGAINST David Fick and Edward Fritsch are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
National Retail Properties, Inc.	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
National Retail Properties, Inc.	05/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
National Retail Properties, Inc.	05/16/2023	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
National Retail Properties, Inc.	05/16/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Storage Affiliates Trust	05/22/2023	Management	1	Yes	Elect Director Tamara D. Fischer	For	For	For	For	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	2	Yes	Elect Director Arlen D. Nordhagen	For	For	For	For	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	3	Yes	Elect Director David G. Cramer	For	For	For	For	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	4	Yes	Elect Director Paul W. Hylbert, Jr.	For	For	For	For	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	5	Yes	Elect Director Chad L. Meisinger	For	For	For	For	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	6	Yes	Elect Director Steven G. Osgood	For	For	Against	Against	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
National Storage Affiliates Trust	05/22/2023	Management	7	Yes	Elect Director Dominic M. Palazzo	For	For	Against	Against	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	8	Yes	Elect Director Rebecca L. Steinfort	For	For	For	For	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	9	Yes	Elect Director Mark Van Mourick	For	For	Against	Against	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	10	Yes	Elect Director Charles F. Wu	For	For	For	For	Votes AGAINST Audit Committee members Steven Osgood, Dominic Palazzo, and Mark Van Mourick, are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR the remaining director nominees is warranted.
National Storage Affiliates Trust	05/22/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
National Storage Affiliates Trust	05/22/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
nCino, Inc.	06/22/2023	Management	1	Yes	Elect Director Jon Doyle	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jeffrey (Jeff) Horing are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee member Jonathan (Jon) Doyle are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
nCino, Inc.	06/22/2023	Management	2	Yes	Elect Director Jeffrey Horing	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey (Jeff) Horing are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee member Jonathan (Jon) Doyle are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
nCino, Inc.	06/22/2023	Management	3	Yes	Elect Director William (Bill) Spruill	For	For	For	For	WITHHOLD votes for Jeffrey (Jeff) Horing are warranted for serving as a director on more than four public company boards. WITHHOLD votes for governance committee member Jonathan (Jon) Doyle are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.A vote FOR the remaining director nominees is warranted.
nCino, Inc.	06/22/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
nCino, Inc.	06/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up related to the CEO's executive life insurance. Concerns are also raised with regards to the long-term performance metrics for awards granted in the most recent fiscal year and the company's lack of risk mitigating provisions.
NCR Corporation	05/16/2023	Management	1	Yes	Elect Director Mark W. Begor	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	2	Yes	Elect Director Gregory Blank	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	3	Yes	Elect Director Catherine L. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	4	Yes	Elect Director Deborah A. Farrington	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	5	Yes	Elect Director Michael D. Hayford	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	6	Yes	Elect Director Georgette D. Kiser	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	7	Yes	Elect Director Kirk T. Larsen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	8	Yes	Elect Director Martin Mucci	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	9	Yes	Elect Director Joseph E. Reece	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	10	Yes	Elect Director Laura J. Sen	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	11	Yes	Elect Director Glenn W. Welling	For	For	For	For	A vote FOR all director nominees is warranted.
NCR Corporation	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NCR Corporation	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NCR Corporation	05/16/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NCR Corporation	05/16/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 18.06 percent is excessive.
Netflix, Inc.	06/01/2023	Management	1	Yes	Elect Director Mathias Dopfner	For	For	For	For	Votes AGAINST non-independent nominees Reed Hastings, Ted Sarandos and Jay Hoag are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mathias Dopfner is warranted.
Netflix, Inc.	06/01/2023	Management	2	Yes	Elect Director Reed Hastings	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Ted Sarandos and Jay Hoag are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mathias Dopfner is warranted.
Netflix, Inc.	06/01/2023	Management	3	Yes	Elect Director Jay C. Hoag	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Ted Sarandos and Jay Hoag are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mathias Dopfner is warranted.

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Netflix, Inc.	06/01/2023	Management	4	Yes	Elect Director Ted Sarandos	For	For	Against	Against	Votes AGAINST non-independent nominees Reed Hastings, Ted Sarandos and Jay Hoag are warranted for lack of a majority independent board. Votes AGAINST Jay Hoag are also warranted for serving as a non-independent member of a key board committee. A vote FOR Mathias Dopfner is warranted.
Netflix, Inc.	06/01/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Netflix, Inc.	06/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following a failed say-on-pay vote result, the company disclosed its engagement efforts with shareholders, noted shareholder feedback, and made substantive changes to the pay program. This indicates sufficient responsiveness by the compensation committee. Nevertheless, there are ongoing concerns regarding the pay structure. Though improvements were made to ensure that base salaries for co-CEOs remain at a reasonable level, salaries for other NEOs may still be exceedingly large depending on their selected allocation of payment. In addition, equity awards, which remain a significant portion of executive pay, continue to lack pre-set performance vesting criteria, and the introduction of annual bonuses only covers the co-CEOs. Concerns are also raised with respect to the single trigger change-in-control provision embedded in legacy agreements, the excessive total amount of perquisite compensation reported for the CEOs including an inordinate amount of personal use of corporate aircraft and security-related perquisites, and the company's lack of risk mitigating provisions. In light of these concerns, a vote AGAINST this proposal is warranted.
Netflix, Inc.	06/01/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Netflix, Inc.	06/01/2023	Shareholder	8	Yes	Amend Right to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as a lower ownership threshold would provide for a more useful special meeting right for shareholders.
Netflix, Inc.	06/01/2023	Shareholder	9	Yes	Adopt Policy Prohibiting Directors from Simultaneously Sitting on the Board of Directors of Any Other Company	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proponent has not raised a compelling argument for adopting a novel and potentially disruptive policy.
Netflix, Inc.	06/01/2023	Shareholder	10	Yes	Report on Climate Risk in Retirement Plan Options	Against	Against	For	For	A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Netflix, Inc.	06/01/2023	Shareholder	11	Yes	Adopt and Disclose a Freedom of Association and Collective Bargaining Policy	Against	For	For	For	A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks.
Neurocrine Biosciences, Inc.	05/17/2023	Management	1	Yes	Elect Director Kevin C. Gorman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Gorman and Gary Lyons are warranted for lack of a majority independent board. A vote FOR Johanna Mercier is warranted.
Neurocrine Biosciences, Inc.	05/17/2023	Management	2	Yes	Elect Director Gary A. Lyons	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Gorman and Gary Lyons are warranted for lack of a majority independent board. A vote FOR Johanna Mercier is warranted.
Neurocrine Biosciences, Inc.	05/17/2023	Management	3	Yes	Elect Director Johanna Mercier	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Gorman and Gary Lyons are warranted for lack of a majority independent board. A vote FOR Johanna Mercier is warranted.

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Neurocrine Biosciences, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Neurocrine Biosciences, Inc.	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Neurocrine Biosciences, Inc.	05/17/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.96 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Neurocrine Biosciences, Inc.	05/17/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
New Fortress Energy Inc.	05/22/2023	Management	1	Yes	Elect Director John J. Mack	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees John Mack and Katherine Wanner given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights.
New Fortress Energy Inc.	05/22/2023	Management	2	Yes	Elect Director Katherine E. Wanner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees John Mack and Katherine Wanner given the board's failure to remove, or subject to a sunset requirement, the classified board, which adversely impacts shareholder rights.
New Fortress Energy Inc.	05/22/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
New York Community Bancorp, Inc.	06/01/2023	Management	1	Yes	Elect Director Alessandro P. DiNello	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	2	Yes	Elect Director Leslie D. Dunn	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	3	Yes	Elect Director Lawrence Rosano, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	4	Yes	Elect Director Robert Wann	For	For	For	For	A vote FOR the director nominees is warranted.
New York Community Bancorp, Inc.	06/01/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
New York Community Bancorp, Inc.	06/01/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While a concern is noted regarding the goal rigor for the two financial metrics, annual incentives were primarily measured against pre-set objective metrics, and the disclosure of the strategic/qualitative scorecard was robust. In addition, the committee reduced the overall result of the scorecard in consideration of the company's underperforming TSR. Further, a majority of long-term incentives were performance conditioned and measured over multi-year periods, and forward-looking performance targets were disclosed.
New York Community Bancorp, Inc.	06/01/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
New York Community Bancorp, Inc.	06/01/2023	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
New York Community Bancorp, Inc.	06/01/2023	Management	9	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the elimination of the supermajority vote requirements would improve shareholder rights.
New York Community Bancorp, Inc.	06/01/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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New York Community Bancorp, Inc.	06/01/2023	Shareholder	11	Yes	Eliminate Supermajority Vote Requirement	Against	For	For	For	A vote FOR this proposal is warranted. The elimination of supermajority vote requirements would improve shareholder rights and approval of this non-binding item may convey to the board that shareholders may wish for it to take additional steps to ensure they are removed.
New York Community Bancorp, Inc.	06/01/2023	Shareholder	12	Yes	Report on Climate Lobbying	For	For	For	For	A vote FOR this proposal is warranted. The company and its shareholders are likely to benefit from additional disclosure related to its lobbying activities and their alignment with the Paris Agreement, and the company's board also supports the proposal.
NewMarket Corporation	04/27/2023	Management	1	Yes	Elect Director Mark M. Gambill	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	2	Yes	Elect Director Bruce C. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	3	Yes	Elect Director Thomas E. Gottwald	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	4	Yes	Elect Director Patrick D. Hanley	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	5	Yes	Elect Director H. Hiter Harris, III	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	6	Yes	Elect Director James E. Rogers	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NewMarket Corporation	04/27/2023	Management	7	Yes	Elect Director Ting Xu	For	For	For	For	Votes AGAINST non-independent nominees Thomas Gottwald, Patrick Hanley, Mark Gambill, Bruce Gottwald and James Rogers are warranted for lack of a majority independent board. Votes AGAINST Patrick Hanley, Mark Gambill and James Rogers are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NewMarket Corporation	04/27/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
NewMarket Corporation	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NewMarket Corporation	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NewMarket Corporation	04/27/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NewMarket Corporation	04/27/2023	Shareholder	12	Yes	Publication of GHG Emissions and Setting Short-, Medium- and Long-Term Emission Reduction Targets to Align Business Activities with Net Zero Emissions by 2050 in Line with the Paris Climate Agreement	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce greenhouse gas emissions would allow investors to better understand how the company is mitigating risks caused by climate change and the transition to a low-carbon economy.
Newmont Corporation	04/26/2023	Management	1	Yes	Elect Director Patrick G. Awuah, Jr.	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	2	Yes	Elect Director Gregory H. Boyce	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	3	Yes	Elect Director Bruce R. Brook	For	For	Withhold	Withhold	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	4	Yes	Elect Director Maura Clark	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	5	Yes	Elect Director Emma FitzGerald	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	6	Yes	Elect Director Mary A. Laschinger	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	7	Yes	Elect Director Jose Manuel Madero	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	8	Yes	Elect Director Rene Medori	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	9	Yes	Elect Director Jane Nelson	For	For	Withhold	Withhold	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	10	Yes	Elect Director Thomas Palmer	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Newmont Corporation	04/26/2023	Management	11	Yes	Elect Director Julio M. Quintana	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	12	Yes	Elect Director Susan N. Story	For	For	For	For	Votes AGAINST Bruce Brook and Jane Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Newmont Corporation	04/26/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short and long term incentives are primarily performance-based and long-term awards utilize a multi-year performance period and cap payout at target for negative TSR results. While the TSR metric for the long-term incentives targets median performance, the FY23 award will target above-median performance.
Newmont Corporation	04/26/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newmont Corporation	04/26/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NextEra Energy, Inc.	05/18/2023	Management	1	Yes	Elect Director Nicole S. Arnaboldi	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	2	Yes	Elect Director Sherry S. Barrat	For	For	Against	Against	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	3	Yes	Elect Director James L. Camaren	For	For	Against	Against	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	4	Yes	Elect Director Kenneth B. Dunn	For	For	Against	Against	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	5	Yes	Elect Director Naren K. Gursahaney	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	6	Yes	Elect Director Kirk S. Hachigian	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	7	Yes	Elect Director John W. Ketchum	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	8	Yes	Elect Director Amy B. Lane	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	9	Yes	Elect Director David L. Porges	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	10	Yes	Elect Director Deborah "Dev" Stahlkopf	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NextEra Energy, Inc.	05/18/2023	Management	11	Yes	Elect Director John A. Stall	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	12	Yes	Elect Director Darryl L. Wilson	For	For	For	For	Votes AGAINST Sherry Barrat, James Camaren and Kenneth Dunn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextEra Energy, Inc.	05/18/2023	Management	13	Yes	Ratify Deloitte & Touche as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NextEra Energy, Inc.	05/18/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Equity awards are largely performance-conditioned, with the majority using multi-year performance periods with disclosed forward-looking targets. Additionally, annual incentives were primarily based on pre-set financial and operational goals.
NextEra Energy, Inc.	05/18/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NextEra Energy, Inc.	05/18/2023	Shareholder	16	Yes	Disclose Board Skills and Diversity Matrix	Against	For	For	For	A vote FOR this resolution is warranted for the following reasons: * A board matrix would enhance transparency and would provide shareholders with a better tool to assess the quality of NextEra's board and to evaluate its director nominees; and * A growing number of large companies are providing a board skills matrix.
NiSource Inc.	05/23/2023	Management	1	Yes	Elect Director Peter A. Altabef	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	2	Yes	Elect Director Sondra L. Barbour	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	3	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	4	Yes	Elect Director Eric L. Butler	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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NiSource Inc.	05/23/2023	Management	5	Yes	Elect Director Aristides S. Candris	For	For	Against	Against	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	6	Yes	Elect Director Deborah A. Henretta	For	For	Against	Against	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	7	Yes	Elect Director Deborah A. P. Hersman	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	8	Yes	Elect Director Michael E. Jesanis	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	9	Yes	Elect Director William D. Johnson	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	10	Yes	Elect Director Kevin T. Kabat	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	11	Yes	Elect Director Cassandra S. Lee	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
NiSource Inc.	05/23/2023	Management	12	Yes	Elect Director Lloyd M. Yates	For	For	For	For	Votes AGAINST Aristides Candris are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Deborah (Deb) Henretta are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
NiSource Inc.	05/23/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though some concerns exist regarding the rigor of the LTI program, equity awards remain primarily performance-conditioned with multi-year performance periods, and annual incentives were largely based on pre-set financial metrics.
NiSource Inc.	05/23/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NiSource Inc.	05/23/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NiSource Inc.	05/23/2023	Management	16	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
NiSource Inc.	05/23/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Nordson Corporation	02/28/2023	Management	1	Yes	Elect Director Sundaram Nagarajan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Merriman Jr., Sundaram (Naga) Nagarajan and Mary Puma are warranted for lack of a majority independent board. WITHHOLD votes for Michael Merriman Jr. and Mary Puma are also warranted for serving as non-independent members of a key board committee. A vote FOR Milton M. Morris is warranted.
Nordson Corporation	02/28/2023	Management	2	Yes	Elect Director Michael J. Merriman, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Merriman Jr., Sundaram (Naga) Nagarajan and Mary Puma are warranted for lack of a majority independent board. WITHHOLD votes for Michael Merriman Jr. and Mary Puma are also warranted for serving as non-independent members of a key board committee. A vote FOR Milton M. Morris is warranted.
Nordson Corporation	02/28/2023	Management	3	Yes	Elect Director Milton M. Morris	For	For	For	For	WITHHOLD votes for non-independent nominees Michael Merriman Jr., Sundaram (Naga) Nagarajan and Mary Puma are warranted for lack of a majority independent board. WITHHOLD votes for Michael Merriman Jr. and Mary Puma are also warranted for serving as non-independent members of a key board committee. A vote FOR Milton M. Morris is warranted.
Nordson Corporation	02/28/2023	Management	4	Yes	Elect Director Mary G. Puma	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael Merriman Jr., Sundaram (Naga) Nagarajan and Mary Puma are warranted for lack of a majority independent board. WITHHOLD votes for Michael Merriman Jr. and Mary Puma are also warranted for serving as non-independent members of a key board committee. A vote FOR Milton M. Morris is warranted.
Nordson Corporation	02/28/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nordson Corporation	02/28/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely performance-based and performance equity awards utilize multi-year performance periods. However, long-term incentives are primarily time-based.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Nordson Corporation	02/28/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nordson Corporation	02/28/2023	Management	8	Yes	Reduce Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Nordson Corporation	02/28/2023	Management	9	Yes	Reduce Supermajority Vote Requirement for Matters Requiring Shareholder Approval under the Ohio Revised Code	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Nordson Corporation	02/28/2023	Management	10	Yes	Reduce Supermajority Vote Requirement for Certain Amendments to Regulations as set forth in Article IX	For	For	For	For	A vote FOR this proposal is warranted given that the proposed elimination of supermajority vote requirements would enhance shareholder rights.
Nordson Corporation	02/28/2023	Management	11	Yes	Amend Regulations to the Extent Permitted by Ohio law	For	For	For	For	A vote FOR this proposal is warranted as, if adopted, it would allow the board the flexibility to keep the bylaws updated while maintaining shareholders' right to amend the bylaws absent prior board approval.
Nordstrom, Inc.	06/06/2023	Management	1	Yes	Elect Director Stacy Brown-Philpot	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	2	Yes	Elect Director James L. Donald	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	3	Yes	Elect Director Kirsten A. Green	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	4	Yes	Elect Director Glenda G. McNeal	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	5	Yes	Elect Director Erik B. Nordstrom	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	6	Yes	Elect Director Peter E. Nordstrom	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	7	Yes	Elect Director Eric D. Sprunk	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	8	Yes	Elect Director Amie Thuener O'Toole	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	9	Yes	Elect Director Bradley D. Tilden	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	10	Yes	Elect Director Mark J. Tritton	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	11	Yes	Elect Director Atticus N. Tysen	For	For	For	For	A vote FOR all director nominees is warranted.
Nordstrom, Inc.	06/06/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nordstrom, Inc.	06/06/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Nordstrom, Inc.	06/06/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Nordstrom, Inc.	06/06/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 19.77 percent is excessive.
Nordstrom, Inc.	06/06/2023	Management	16	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Nordstrom, Inc.	06/06/2023	Management	17	Yes	Ratify Extension of the Stockholder Rights Plan	For	For	For	For	A vote FOR this proposal is warranted. Considering the particular ownership characteristics of Nordstrom and the founding family's previous interest in taking the company private, the pill is viewed as a reasonable mechanism to ensure that any such offer is made at a price that reflects an appropriate control premium.
Norfolk Southern Corporation	05/11/2023	Management	1	Yes	Elect Director Thomas D. Bell, Jr.	For	For	Against	Against	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	2	Yes	Elect Director Mitchell E. Daniels, Jr.	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Norfolk Southern Corporation	05/11/2023	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	4	Yes	Elect Director John C. Huffard, Jr.	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	5	Yes	Elect Director Christopher T. Jones	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	6	Yes	Elect Director Thomas C. Kelleher	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	7	Yes	Elect Director Steven F. Leer	For	For	Against	Against	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	8	Yes	Elect Director Michael D. Lockhart	For	For	Against	Against	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	9	Yes	Elect Director Amy E. Miles	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	10	Yes	Elect Director Claude Mongeau	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	11	Yes	Elect Director Jennifer F. Scanlon	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	12	Yes	Elect Director Alan H. Shaw	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	13	Yes	Elect Director John R. Thompson	For	For	For	For	Votes AGAINST Thomas Bell Jr., Steven Leer and Michael Lockhart are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Norfolk Southern Corporation	05/11/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Norfolk Southern Corporation	05/11/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive personal use of corporate aircraft perquisite to the CEO.
Norfolk Southern Corporation	05/11/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Norfolk Southern Corporation	05/11/2023	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 20 percent to 10 percent would improve shareholders' ability to utilize the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Northern Trust Corporation	04/25/2023	Management	1	Yes	Elect Director Linda Walker Bynoe	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	2	Yes	Elect Director Susan Crown	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	3	Yes	Elect Director Dean M. Harrison	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	4	Yes	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	5	Yes	Elect Director Marcy S. Klevorn	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	6	Yes	Elect Director Siddharth N. (Bobby) Mehta	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	7	Yes	Elect Director Michael G. O'Grady	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Northern Trust Corporation	04/25/2023	Management	8	Yes	Elect Director Jose Luis Prado	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	9	Yes	Elect Director Martin P. Slark	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	10	Yes	Elect Director David H. B. Smith, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	11	Yes	Elect Director Donald Thompson	For	For	For	For	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	12	Yes	Elect Director Charles A. Tribbett, III	For	For	Against	Against	Votes AGAINST non-independent nominees Michael O'Grady, Linda Bynoe, Susan Crown, Martin Slark, David Smith Jr. and Charles Tribbett III are warranted for lack of a majority independent board. Votes AGAINST Linda Bynoe, Susan Crown, David Smith Jr. and Charles Tribbett III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northern Trust Corporation	04/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Long-term equity awards are primarily performance based and utilize a multi-year performance period. However, some concern is noted regarding the largely discretionary annual incentive award.
Northern Trust Corporation	04/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Northern Trust Corporation	04/25/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northrop Grumman Corporation	05/17/2023	Management	1	Yes	Elect Director Kathy J. Warden	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	2	Yes	Elect Director David P. Abney	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Northrop Grumman Corporation	05/17/2023	Management	3	Yes	Elect Director Marianne C. Brown	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	4	Yes	Elect Director Ann M. Fudge	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	5	Yes	Elect Director Madeleine A. Kleiner	For	For	Against	Against	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	6	Yes	Elect Director Arvind Krishna	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	7	Yes	Elect Director Graham N. Robinson	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	8	Yes	Elect Director Kimberly A. Ross	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	9	Yes	Elect Director Gary Roughead	For	For	Against	Against	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	10	Yes	Elect Director Thomas M. Schoewe	For	For	Against	Against	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	11	Yes	Elect Director James S. Turley	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	12	Yes	Elect Director Mark A. Welsh, III	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	13	Yes	Elect Director Mary A. Winston	For	For	For	For	Votes AGAINST Madeleine Kleiner, Gary Roughead and Thomas Schoewe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Northrop Grumman Corporation	05/17/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.
Northrop Grumman Corporation	05/17/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Northrop Grumman Corporation	05/17/2023	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Northrop Grumman Corporation	05/17/2023	Management	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 15 percent would enhance shareholders' rights.
Northrop Grumman Corporation	05/17/2023	Shareholder	18	Yes	Report on Congruency of Political Spending with Company Stated Values on Human Rights	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.

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Northrop Grumman Corporation	05/17/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Norwegian Cruise Line Holdings Ltd.	06/15/2023	Management	1	Yes	Elect Director David M. Abrams	For	For	For	For	Votes FOR all director nominees are warranted at this time.
Norwegian Cruise Line Holdings Ltd.	06/15/2023	Management	2	Yes	Elect Director Zillah Byng-Thorne	For	For	For	For	Votes FOR all director nominees are warranted at this time.
Norwegian Cruise Line Holdings Ltd.	06/15/2023	Management	3	Yes	Elect Director Russell W. Galbut	For	For	For	For	Votes FOR all director nominees are warranted at this time.
Norwegian Cruise Line Holdings Ltd.	06/15/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Following consecutive years of failed say-on-pay votes, the committee was adequately responsive to shareholders, as the company implemented several positive changes to address pay magnitude and structural concerns. Specifically, pay for the incoming CEO in FY23 is set to be approximately 50 percent below the current CEO's pay. In addition, incentive programs will be more heavily weighted on objective financial metrics, with an adjusted EPS metric in the LTI requiring outperformance. Further, other NEOs' LTI shifted to an equal mix of PSUs and RSUs in FY22, and PSUs will be based on a three-year performance period. While some concerns are raised surrounding the outgoing CEO's elevated pay and award structure, these concerns are somewhat mitigated by the upcoming changes noted above. In addition, some investors may question the committee's decision to grant certain one-time retention awards in FY22. Although the improvements mitigate certain concerns surrounding overall pay magnitude and program structure for the year in review, investors are advised to continue monitoring the company's pay decisions going forward.
Norwegian Cruise Line Holdings Ltd.	06/15/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive.
Norwegian Cruise Line Holdings Ltd.	06/15/2023	Management	6	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOV Inc.	05/17/2023	Management	1	Yes	Elect Director Clay C. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	2	Yes	Elect Director Greg L. Armstrong	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	3	Yes	Elect Director Marcela E. Donadio	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NOV Inc.	05/17/2023	Management	4	Yes	Elect Director Ben A. Guill	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	5	Yes	Elect Director David D. Harrison	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	6	Yes	Elect Director Eric L. Mattson	For	For	Against	Against	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	7	Yes	Elect Director William R. Thomas	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	8	Yes	Elect Director Robert S. Welborn	For	For	For	For	Votes AGAINST non-independent nominees Clay Williams, Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are warranted for lack of a majority independent board. Votes AGAINST Greg Armstrong, Ben Guill, David Harrison and Eric Mattson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NOV Inc.	05/17/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NOV Inc.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
NOV Inc.	05/17/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NOV Inc.	05/17/2023	Management	12	Yes	Amend Certificate of Incorporation to Provide for Exculpation of Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
NRG Energy, Inc.	04/27/2023	Management	1	Yes	Elect Director E. Spencer Abraham	For	For	For	For	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.

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NRG Energy, Inc.	04/27/2023	Management	2	Yes	Elect Director Antonio Carrillo	For	For	For	For	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	3	Yes	Elect Director Matthew Carter, Jr.	For	For	For	For	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	4	Yes	Elect Director Lawrence S. Coben	For	For	Against	Against	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	5	Yes	Elect Director Heather Cox	For	For	Against	Against	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	6	Yes	Elect Director Elisabeth B. Donohue	For	For	For	For	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	7	Yes	Elect Director Mauricio Gutierrez	For	For	For	For	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	8	Yes	Elect Director Paul W. Hobby	For	For	Against	Against	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.

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NRG Energy, Inc.	04/27/2023	Management	9	Yes	Elect Director Alexandra Pruner	For	For	For	For	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	10	Yes	Elect Director Anne C. Schaumburg	For	For	Against	Against	Votes AGAINST Lawrence Coben, Paul Hobby, and Anne Schaumburg are also warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Lawrence S. Coben and Heather Cox are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
NRG Energy, Inc.	04/27/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
NRG Energy, Inc.	04/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay is reasonably aligned with company performance at this time. The majority of CEO pay is based on objective financial performance metrics, and the long-term incentive plan utilizes a multi-year relative TSR metric that targets above median performance.
NRG Energy, Inc.	04/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NRG Energy, Inc.	04/27/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nucor Corporation	05/11/2023	Management	1	Yes	Elect Director Norma B. Clayton	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/11/2023	Management	2	Yes	Elect Director Patrick J. Dempsey	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/11/2023	Management	3	Yes	Elect Director Christopher J. Kearney	For	For	Withhold	Withhold	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/11/2023	Management	4	Yes	Elect Director Laurette T. Koellner	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/11/2023	Management	5	Yes	Elect Director Michael W. Lamach	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/11/2023	Management	6	Yes	Elect Director Joseph D. Rupp	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/11/2023	Management	7	Yes	Elect Director Leon J. Topalian	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Nucor Corporation	05/11/2023	Management	8	Yes	Elect Director Nadja Y. West	For	For	For	For	WITHHOLD votes for Christopher (Chris) Kearney are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Nucor Corporation	05/11/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nucor Corporation	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were based entirely on pre-set financial metrics and equity awards were primarily performance-conditioned with multi-year performance periods and forward-looking targets.
Nucor Corporation	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
nVent Electric Plc	05/12/2023	Management	1	Yes	Elect Director Sherry A. Aaholm	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	2	Yes	Elect Director Jerry W. Burris	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	3	Yes	Elect Director Susan M. Cameron	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	4	Yes	Elect Director Michael L. Ducker	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	5	Yes	Elect Director Randall J. Hogan	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	6	Yes	Elect Director Danita K. Ostling	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	7	Yes	Elect Director Nicola Palmer	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	8	Yes	Elect Director Herbert K. Parker	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	9	Yes	Elect Director Greg Scheu	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	10	Yes	Elect Director Beth A. Wozniak	For	For	For	For	A vote FOR the director nominees is warranted.
nVent Electric Plc	05/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
nVent Electric Plc	05/12/2023	Management	12	Yes	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
nVent Electric Plc	05/12/2023	Management	13	Yes	Authorize Board to Issue of Shares under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
nVent Electric Plc	05/12/2023	Management	14	Yes	Authorize the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	Against	Against	A vote AGAINST these resolutions is warranted as the proposed amount is not within recommended limits.
nVent Electric Plc	05/12/2023	Management	15	Yes	Authorize Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
NVIDIA Corporation	06/22/2023	Management	1	Yes	Elect Director Robert K. Burgess	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Cox, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Cox, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	2	Yes	Elect Director Tench Cox	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Cox, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Cox, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NVIDIA Corporation	06/22/2023	Management	3	Yes	Elect Director John O. Dabiri	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	4	Yes	Elect Director Persis S. Drell	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	5	Yes	Elect Director Jen-Hsun Huang	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	6	Yes	Elect Director Dawn Hudson	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	7	Yes	Elect Director Harvey C. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	8	Yes	Elect Director Michael G. McCaffery	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NVIDIA Corporation	06/22/2023	Management	9	Yes	Elect Director Stephen C. Neal	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	10	Yes	Elect Director Mark L. Perry	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	11	Yes	Elect Director A. Brooke Seawell	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	12	Yes	Elect Director Aarti Shah	For	For	For	For	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	13	Yes	Elect Director Mark A. Stevens	For	For	Against	Against	Votes AGAINST non-independent nominees Jen-Hsun Huang, Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are warranted for lack of a majority independent board. Votes AGAINST Robert Burgess, Tench Coxé, Harvey Jones, Mark Perry, A. Brooke Seawell and Mark Stevens are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVIDIA Corporation	06/22/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this item is warranted as the company provided an inordinate amount of security-related perquisite to the CEO. In addition, the total perquisite compensation amount provided to the CEO during the last fiscal year is excessive.
NVIDIA Corporation	06/22/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
NVIDIA Corporation	06/22/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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NVR, Inc.	05/02/2023	Management	1	Yes	Elect Director Paul C. Saville	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	2	Yes	Elect Director C.E. Andrews	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	3	Yes	Elect Director Sallie B. Bailey	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	4	Yes	Elect Director Thomas D. Eckert	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	5	Yes	Elect Director Alfred E. Festa	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	6	Yes	Elect Director Alexandra A. Jung	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NVR, Inc.	05/02/2023	Management	7	Yes	Elect Director Mel Martinez	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	8	Yes	Elect Director David A. Preiser	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	9	Yes	Elect Director W. Grady Rosier	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	10	Yes	Elect Director Susan Williamson Ross	For	For	For	For	Votes AGAINST non-independent nominees Paul Saville, Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are warranted for lack of a majority independent board. Votes AGAINST Charles (C.E.) Andrews, Thomas Eckert, Alfred (Fred) Festa, David Preiser and W. Grady Rosier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NVR, Inc.	05/02/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NVR, Inc.	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The former CEO and now current executive chairman received a significant front-loaded option grant intended to cover four years of equity awards. The magnitude of the executive chair grant is of particular concern as it alone is more than double total pay of the new CEO, who also received a front-loaded option grant, and when annualized is greater than total CEO pay at similar peer companies, which can be costly to shareholders in terms of overall compensation expense. Further, shareholders generally expect that a large grant such as this be primarily based on performance criteria.
NVR, Inc.	05/02/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
O'Reilly Automotive, Inc.	05/18/2023	Management	1	Yes	Elect Director David O'Reilly	For	For	Against	Against	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	2	Yes	Elect Director Larry O'Reilly	For	For	Against	Against	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	3	Yes	Elect Director Greg Henslee	For	For	Against	Against	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	4	Yes	Elect Director Jay D. Burchfield	For	For	Against	Against	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	5	Yes	Elect Director Thomas T. Hendrickson	For	For	Against	Against	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	6	Yes	Elect Director John R. Murphy	For	For	Against	Against	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	7	Yes	Elect Director Dana M. Perlman	For	For	For	For	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	8	Yes	Elect Director Maria A. Sastre	For	For	For	For	A vote FOR Fred Whitfield is warranted.

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O'Reilly Automotive, Inc.	05/18/2023	Management	9	Yes	Elect Director Andrea M. Weiss	For	For	For	For	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	10	Yes	Elect Director Fred Whitfield	For	For	For	For	A vote FOR Fred Whitfield is warranted.
O'Reilly Automotive, Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, it is determined that pay and performance are reasonably aligned at this time; therefore, a vote FOR this proposal is warranted. That being said, equity awards are entirely time-vesting for the CEO. In this case, however, the CEO's LTI grant value is modest and not considered excessive, mitigating concerns.
O'Reilly Automotive, Inc.	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
O'Reilly Automotive, Inc.	05/18/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
O'Reilly Automotive, Inc.	05/18/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Oak Street Health, Inc.	04/28/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the board conducted a limited process, it received two offers and, during the course of negotiations, obtained a 39 percent increase in CVS's offer from \$28.00 per share to \$39.00 per share. Considering the premium to recent trading levels and the outperformance of OSH shares since the unaffected date, a vote FOR this proposal is warranted.
Oak Street Health, Inc.	04/28/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While a portion of outstanding equity awards will automatically accelerate in connection with the transaction, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.
Oak Street Health, Inc.	04/28/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as Item 1 merits shareholder support.
Occidental Petroleum Corporation	05/05/2023	Management	1	Yes	Elect Director Vicky A. Bailey	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	2	Yes	Elect Director Andrew Gould	For	For	Against	Against	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.

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Occidental Petroleum Corporation	05/05/2023	Management	3	Yes	Elect Director Carlos M. Gutierrez	For	For	Against	Against	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	4	Yes	Elect Director Vicki Hollub	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	5	Yes	Elect Director William R. Klesse	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	6	Yes	Elect Director Jack B. Moore	For	For	Against	Against	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	7	Yes	Elect Director Claire O'Neill	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	8	Yes	Elect Director Avedick B. Poladian	For	For	Against	Against	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.

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Occidental Petroleum Corporation	05/05/2023	Management	9	Yes	Elect Director Ken Robinson	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	10	Yes	Elect Director Robert M. Shearer	For	For	For	For	Votes AGAINST Carlos Gutierrez and Avedick Poladian are warranted for serving as non-independent members of a key board committee. Votes AGAINST Jack B. Moore and Andrew Gould are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Additionally, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.
Occidental Petroleum Corporation	05/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Occidental Petroleum Corporation	05/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Above-target payouts on the 2022 annual incentive and closing-cycle equity awards are directionally aligned with recent financial and TSR performance, and the increases in salary and STI and LTI targets represent a return to near pre-COVID levels. However, certain concerns with disclosure and goal rigor warrant continued monitoring.
Occidental Petroleum Corporation	05/05/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Occidental Petroleum Corporation	05/05/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
OGE Energy Corp.	05/18/2023	Management	1	Yes	Elect Director Frank A. Bozich	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	2	Yes	Elect Director Peter D. Clarke	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	3	Yes	Elect Director Cathy R. Gates	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	4	Yes	Elect Director David L. Hauser	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	5	Yes	Elect Director Luther C. Kissam, IV	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	6	Yes	Elect Director Judy R. McReynolds	For	For	Against	Against	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
OGE Energy Corp.	05/18/2023	Management	7	Yes	Elect Director David E. Rainbolt	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	8	Yes	Elect Director J. Michael Sanner	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	9	Yes	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	10	Yes	Elect Director Sean Trauschke	For	For	For	For	Votes AGAINST Judy McReynolds are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
OGE Energy Corp.	05/18/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OGE Energy Corp.	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
OGE Energy Corp.	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
OGE Energy Corp.	05/18/2023	Management	14	Yes	Reduce Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that a reduction in various approval requirements would improve shareholder rights.
Okta, Inc.	06/22/2023	Management	1	Yes	Elect Director Shellye Archambeau	For	Withhold	Withhold	Withhold	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Benjamin (Ben) Horowitz, Shellye Archambeau, and Robert Dixon Jr. given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure with disparate voting rights, each of which adversely impacts shareholder rights.
Okta, Inc.	06/22/2023	Management	2	Yes	Elect Director Robert L. Dixon, Jr.	For	Withhold	Withhold	Withhold	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Benjamin (Ben) Horowitz, Shellye Archambeau, and Robert Dixon Jr. given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure with disparate voting rights, each of which adversely impacts shareholder rights.
Okta, Inc.	06/22/2023	Management	3	Yes	Elect Director Benjamin Horowitz	For	Withhold	Withhold	Withhold	In the absence of governance committee members on ballot, WITHHOLD votes are warranted for incumbent director nominees Benjamin (Ben) Horowitz, Shellye Archambeau, and Robert Dixon Jr. given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the multi-class capital structure with disparate voting rights, each of which adversely impacts shareholder rights.
Okta, Inc.	06/22/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Okta, Inc.	06/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following low say-on-pay support last year, the company engaged with shareholders, disclosed the feedback response, and took responsive actions. The introduction of performance equity meaningfully improves the incentive pay structure. It is also positive that the STIP was based entirely on financial metrics, and negative discretion was applied to payouts. In light of these factors, a vote FOR this proposal is warranted. The unusual design of the new PSU program warrants continued monitoring, and some shareholders may prefer to see a program that is completely based on a multi-year measurement period.
Old Dominion Freight Line, Inc.	05/17/2023	Management	1	Yes	Elect Director Sherry A. Aaholm	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	2	Yes	Elect Director David S. Congdon	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	3	Yes	Elect Director John R. Congdon, Jr.	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	4	Yes	Elect Director Andrew S. Davis	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	5	Yes	Elect Director Bradley R. Gabosch	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	6	Yes	Elect Director Greg C. Gantt	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	7	Yes	Elect Director Patrick D. Hanley	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	8	Yes	Elect Director John D. Kasarda	For	For	Withhold	Withhold	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	9	Yes	Elect Director Wendy T. Stallings	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	10	Yes	Elect Director Thomas A. Stith, III	For	For	For	For	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	11	Yes	Elect Director Leo H. Suggs	For	For	Withhold	Withhold	WITHHOLD votes for Leo Suggs and John Kasarda are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Dominion Freight Line, Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns regarding the use of annual performance periods for equity awards and the relatively high maximum potential payouts under the PIP program continue to exist. However, the majority of the CEO's pay is tied to objective financial performance metrics, and pay and performance were reasonably aligned for the year under review.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Old Dominion Freight Line, Inc.	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Old Dominion Freight Line, Inc.	05/17/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corporation	05/25/2023	Management	1	Yes	Elect Director Barbara A. Adachi	For	For	For	For	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	2	Yes	Elect Director Charles J. Kovaleski	For	For	For	For	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	3	Yes	Elect Director Craig R. Smiddy	For	For	For	For	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	4	Yes	Elect Director Fredricka Taubitz	For	For	Withhold	Withhold	WITHHOLD votes for Fredricka Taubitz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Old Republic International Corporation	05/25/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Old Republic International Corporation	05/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Old Republic International Corporation	05/25/2023	Management	7	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Old Republic International Corporation	05/25/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Olin Corporation	04/27/2023	Management	1	Yes	Elect Director Beverley A. Babcock	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	2	Yes	Elect Director C. Robert Bunch	For	For	Against	Against	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	3	Yes	Elect Director Matthew S. Darnall	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	4	Yes	Elect Director Earl L. Shipp	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	5	Yes	Elect Director Scott M. Sutton	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	6	Yes	Elect Director William H. Weideman	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	7	Yes	Elect Director W. Anthony Will	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	8	Yes	Elect Director Carol A. Williams	For	For	For	For	Votes AGAINST C. Robert Bunch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Olin Corporation	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Olin Corporation	04/27/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Olin Corporation	04/27/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	1	Yes	Elect Director Alissa Ahlman	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	2	Yes	Elect Director Robert Fisch	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	3	Yes	Elect Director Stanley Fleishman	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	4	Yes	Elect Director Thomas Hendrickson	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	5	Yes	Elect Director Abid Rizvi	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	6	Yes	Elect Director John Swygert	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	7	Yes	Elect Director Stephen White	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	8	Yes	Elect Director Richard Zannino	For	For	For	For	A vote FOR all director nominees is warranted.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ON Semiconductor Corporation	05/18/2023	Management	1	Yes	Elect Director Atsushi Abe	For	For	Against	Against	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	2	Yes	Elect Director Alan Campbell	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	3	Yes	Elect Director Susan K. Carter	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	4	Yes	Elect Director Thomas L. Deitrich	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	5	Yes	Elect Director Hassane El-Khoury	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	6	Yes	Elect Director Bruce E. Kiddoo	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	7	Yes	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	8	Yes	Elect Director Gregory Waters	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	9	Yes	Elect Director Christine Y. Yan	For	For	For	For	Votes AGAINST Atsushi Abe are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
ON Semiconductor Corporation	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. Even though the PBRs utilize a single-year performance period to measure financial performance, a three-year TSR multiplier helps align the equity awards with shareholders' long-term interests.

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ON Semiconductor Corporation	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
ON Semiconductor Corporation	05/18/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneMain Holdings, Inc.	06/13/2023	Management	1	Yes	Elect Director Phyllis R. Caldwell	For	For	For	For	A vote FOR all director nominees is warranted.
OneMain Holdings, Inc.	06/13/2023	Management	2	Yes	Elect Director Roy A. Guthrie	For	For	For	For	A vote FOR all director nominees is warranted.
OneMain Holdings, Inc.	06/13/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
OneMain Holdings, Inc.	06/13/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OneMain Holdings, Inc.	06/13/2023	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
OneMain Holdings, Inc.	06/13/2023	Management	6	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted, as a majority vote standard for uncontested director elections will increase shareholder rights while improving director accountability.
ONEOK, Inc.	05/24/2023	Management	1	Yes	Elect Director Brian L. Derksen	For	For	For	For	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	2	Yes	Elect Director Julie H. Edwards	For	For	Against	Against	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	3	Yes	Elect Director Mark W. Helderman	For	For	For	For	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	4	Yes	Elect Director Randall J. Larson	For	For	For	For	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	5	Yes	Elect Director Steven J. Malcolm	For	For	Against	Against	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ONEOK, Inc.	05/24/2023	Management	6	Yes	Elect Director Jim W. Mogg	For	For	Against	Against	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	7	Yes	Elect Director Pattye L. Moore	For	For	Against	Against	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	8	Yes	Elect Director Pierce H. Norton, II	For	For	Against	Against	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	9	Yes	Elect Director Eduardo A. Rodriguez	For	For	Against	Against	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	10	Yes	Elect Director Gerald D. Smith	For	For	For	For	Votes AGAINST non-independent nominees Julie Edwards, Pierce Norton II, Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are warranted for lack of a majority independent board. Votes AGAINST Steven Malcolm, Jim Mogg, Pattye Moore and Eduardo Rodriguez are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ONEOK, Inc.	05/24/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ONEOK, Inc.	05/24/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
ONEOK, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year under consideration. Some concerns exist regarding the rigor of the LTI program; however, equity awards are largely performance-conditioned with a multi-year performance period and forward-looking targets, and annual incentives were primarily based on pre-set objective metrics.
ONEOK, Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Organon & Co.	06/06/2023	Management	1	Yes	Elect Director Carrie S. Cox	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/06/2023	Management	2	Yes	Elect Director Alan Ezekowitz	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/06/2023	Management	3	Yes	Elect Director Helene Gayle	For	For	For	For	A vote FOR all director nominees is warranted.
Organon & Co.	06/06/2023	Management	4	Yes	Elect Director Deborah Leone	For	For	For	For	A vote FOR all director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Organon & Co.	06/06/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive tax gross ups related to relocation benefits.
Organon & Co.	06/06/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Oshkosh Corporation	05/03/2023	Management	1	Yes	Elect Director Keith J. Allman	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	2	Yes	Elect Director Douglas L. Davis	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	3	Yes	Elect Director Tyrone M. Jordan	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	4	Yes	Elect Director Kimberley Metcalf-Kupres	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	5	Yes	Elect Director Stephen D. Newlin	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	6	Yes	Elect Director Duncan J. Palmer	For	For	Withhold	Withhold	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	7	Yes	Elect Director David G. Perkins	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	8	Yes	Elect Director John C. Pfeifer	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	9	Yes	Elect Director Sandra E. Rowland	For	For	For	For	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	10	Yes	Elect Director John S. Shiely	For	For	Withhold	Withhold	WITHHOLD votes for Duncan Palmer and John Shiely are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Oshkosh Corporation	05/03/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Oshkosh Corporation	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Oshkosh Corporation	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Oshkosh Corporation	05/03/2023	Shareholder	14	Yes	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
Otis Worldwide Corporation	05/18/2023	Management	1	Yes	Elect Director Jeffrey H. Black	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	2	Yes	Elect Director Nelda J. Connors	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	3	Yes	Elect Director Kathy Hopinkah Hannan	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	4	Yes	Elect Director Shailesh G. Jejurikar	For	For	For	For	Votes FOR all director nominees are warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Otis Worldwide Corporation	05/18/2023	Management	5	Yes	Elect Director Christopher J. Kearney	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	6	Yes	Elect Director Judith F. Marks	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	7	Yes	Elect Director Harold W. McGraw, III	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	8	Yes	Elect Director Margaret M. V. Preston	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	9	Yes	Elect Director Shelley Stewart, Jr.	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	10	Yes	Elect Director John H. Walker	For	For	For	For	Votes FOR all director nominees are warranted.
Otis Worldwide Corporation	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains: * Excessive auto and financial planning-related perquisites; and * Excessive differentials between CEO pay and the pay of other named executive officers at the firm
Otis Worldwide Corporation	05/18/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Otis Worldwide Corporation	05/18/2023	Shareholder	13	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chair.
Ovintiv Inc.	05/03/2023	Management	1	Yes	Elect Director Peter A.Dea	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	2	Yes	Elect Director Meg A. Gentle	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	3	Yes	Elect Director Ralph Izzo	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	4	Yes	Elect Director Howard J. Mayson	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	5	Yes	Elect Director Brendan M. McCracken	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Ovintiv Inc.	05/03/2023	Management	6	Yes	Elect Director Lee A. McIntire	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	7	Yes	Elect Director Katherine L. Minyard	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	8	Yes	Elect Director Steven W. Nance	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	9	Yes	Elect Director Suzanne P. Nimocks	For	For	Against	Against	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	10	Yes	Elect Director George L. Pita	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	11	Yes	Elect Director Thomas G. Ricks	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	12	Yes	Elect Director Brian G. Shaw	For	For	For	For	Votes AGAINST Suzanne Nimocks are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Suzanne Nimocks are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Ovintiv Inc.	05/03/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate personal aircraft use perquisite to the CEO.

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Ovintiv Inc.	05/03/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ovintiv Inc.	05/03/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens Corning	04/20/2023	Management	1	Yes	Elect Director Brian D. Chambers	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	2	Yes	Elect Director Eduardo E. Cordeiro	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	3	Yes	Elect Director Adrienne D. Elsner	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	4	Yes	Elect Director Alfred E. Festa	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	5	Yes	Elect Director Edward F. Lonergan	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	6	Yes	Elect Director Maryann T. Mannen	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	7	Yes	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	8	Yes	Elect Director W. Howard Morris	For	For	Against	Against	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	9	Yes	Elect Director Suzanne P. Nimocks	For	For	For	For	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	10	Yes	Elect Director John D. Williams	For	For	Against	Against	Votes AGAINST W. Howard Morris and John Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Owens Corning	04/20/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Owens Corning	04/20/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Owens Corning	04/20/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Owens Corning	04/20/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of time-based equity awards in the event of a change-in-control.

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Owens Corning	04/20/2023	Management	15	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Owens Corning	04/20/2023	Management	16	Yes	Amend Bylaws to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
PACCAR Inc	04/25/2023	Management	1	Yes	Elect Director Mark C. Pigott	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	2	Yes	Elect Director Dame Alison J. Carnwath	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	3	Yes	Elect Director Franklin L. Feder	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	4	Yes	Elect Director R. Preston Feight	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	5	Yes	Elect Director Kirk S. Hachigian	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PACCAR Inc	04/25/2023	Management	6	Yes	Elect Director Barbara B. Hult	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	7	Yes	Elect Director Roderick C. McGeary	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	8	Yes	Elect Director Cynthia A. Niekamp	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	9	Yes	Elect Director John M. Pigott	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	10	Yes	Elect Director Ganesh Ramaswamy	For	For	For	For	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	11	Yes	Elect Director Mark A. Schulz	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PACCAR Inc	04/25/2023	Management	12	Yes	Elect Director Gregory M. E. Spierkel	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Pigott, R. Preston Feight, Mark Schulz, Dame Alison Carnwath, Kirk Hachigian, John Pigott and Gregory (Greg) Spierkel are warranted for lack of a majority independent board. Votes AGAINST Mark Schulz, Dame Alison Carnwath, Kirk Hachigian and Gregory (Greg) Spierkel are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PACCAR Inc	04/25/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year under consideration. Annual incentives were largely based on a pre-set financial metric and long-term incentives were largely performance-conditioned with multi-year measurement periods.
PACCAR Inc	04/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PACCAR Inc	04/25/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PACCAR Inc	04/25/2023	Shareholder	16	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. The implementation of a policy like the one described in the proposal would meaningfully mitigate the risk of cash severance payments that are excessive or not in line with market norms. Further, the proposal applies only to new or renewed severance arrangements.
PACCAR Inc	04/25/2023	Shareholder	17	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time, because shareholders may benefit from a more complete evaluation of climate lobbying activities being conducted by the company and on the company's behalf.
Packaging Corporation of America	05/02/2023	Management	1	Yes	Elect Director Cheryl K. Beebe	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoﬀ, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoﬀ, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	2	Yes	Elect Director Duane C. Farrington	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoﬀ, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoﬀ, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	3	Yes	Elect Director Donna A. Harman	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoﬀ, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoﬀ, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Packaging Corporation of America	05/02/2023	Management	4	Yes	Elect Director Mark W. Kowlzan	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	5	Yes	Elect Director Robert C. Lyons	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	6	Yes	Elect Director Thomas P. Maurer	For	For	For	For	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	7	Yes	Elect Director Samuel M. Mencoff	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	8	Yes	Elect Director Roger B. Porter	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	9	Yes	Elect Director Thomas S. Souleles	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	10	Yes	Elect Director Paul T. Stecko	For	For	Against	Against	Votes AGAINST non-independent nominees Mark Kowlzan, Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter, Thomas Souleles and Paul Stecko are warranted for lack of a majority independent board. Votes AGAINST Samuel Mencoff, Cheryl Beebe, Robert Lyons, Roger Porter and Thomas Souleles are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Packaging Corporation of America	05/02/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Packaging Corporation of America	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set financial metrics and, in the case of long-term incentives, are measured over a multi-year performance period. That being said, some concerns remain regarding the TSR portion of the performance equity awards, which targets median performance and lacks a cap in the event of negative absolute TSR.
Packaging Corporation of America	05/02/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PacWest Bancorp	05/02/2023	Management	1	Yes	Elect Director Tanya M. Acker	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	2	Yes	Elect Director Paul R. Burke	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	3	Yes	Elect Director Craig A. Carlson	For	For	Against	Against	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	4	Yes	Elect Director John M. Eggemeyer, III	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	5	Yes	Elect Director C. William Hosler	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	6	Yes	Elect Director Polly B. Jessen	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	7	Yes	Elect Director Susan E. Lester	For	For	Against	Against	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	8	Yes	Elect Director Roger H. Molvar	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	9	Yes	Elect Director Stephanie B. Mudick	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	10	Yes	Elect Director Paul W. Taylor	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PacWest Bancorp	05/02/2023	Management	11	Yes	Elect Director Matthew P. Wagner	For	For	For	For	Votes AGAINST Craig Carlson and Susan Lester are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PacWest Bancorp	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following last year's failed say-on-pay vote, the company contacted a majority of its shareholders, broadly disclosed engagement efforts, and made meaningful changes to the compensation program, including making specific firm commitments regarding one-time equity awards. Nevertheless, a vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.
PacWest Bancorp	05/02/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PacWest Bancorp	05/02/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Palantir Technologies, Inc.	06/06/2023	Management	1	Yes	Elect Director Alexander Karp	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are further warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/06/2023	Management	2	Yes	Elect Director Stephen Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are further warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/06/2023	Management	3	Yes	Elect Director Peter Thiel	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are further warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/06/2023	Management	4	Yes	Elect Director Alexander Moore	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are further warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Palantir Technologies, Inc.	06/06/2023	Management	5	Yes	Elect Director Alexandra Schiff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are further warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/06/2023	Management	6	Yes	Elect Director Lauren Friedman Stat	For	For	For	For	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are further warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/06/2023	Management	7	Yes	Elect Director Eric Woersching	For	For	For	For	WITHHOLD votes for Governance Committee members Alexander Moore and Alexandra Schiff are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the problematic capital structure and the pop-up classified board structure, each of which adversely impacts shareholder rights. WITHHOLD votes for Alexander Karp, Stephen Cohen, and Peter Thiel are further warranted as their ownership of the supervoting shares (through shares held in the Founder Voting Trust) provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Palantir Technologies, Inc.	06/06/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Palantir Technologies, Inc.	06/06/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft, personal security services and personal tax services perquisites to the CEO. In addition, concerns are also raised with respect to the automatic accelerated vesting upon a change-in-control and the company's lack of risk mitigating provisions.
Park Hotels & Resorts Inc.	04/26/2023	Management	1	Yes	Elect Director Thomas J. Baltimore, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	2	Yes	Elect Director Patricia M. Bedient	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	3	Yes	Elect Director Thomas D. Eckert	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	4	Yes	Elect Director Geoffrey M. Garrett	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	5	Yes	Elect Director Christie B. Kelly	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	6	Yes	Elect Director Joseph I. Lieberman	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	7	Yes	Elect Director Thomas A. Natelli	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	8	Yes	Elect Director Timothy J. Naughton	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	9	Yes	Elect Director Stephen I. Sadove	For	For	For	For	A vote FOR the director nominees is warranted.
Park Hotels & Resorts Inc.	04/26/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Park Hotels & Resorts Inc.	04/26/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted regarding LTI goal rigor, long-term incentives were predominantly performance-conditioned, with closing-cycle PSUs forfeited in line with below-threshold performance. Additionally, STI awards were predominantly based on quantified, pre-set goals. Continued monitoring of pay outcomes is warranted.

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Park Hotels & Resorts Inc.	04/26/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Park Hotels & Resorts Inc.	04/26/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Paycom Software, Inc.	05/01/2023	Management	1	Yes	Elect Director Sharen J. Turney	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Sharen Turney and Julius Caesar (J.C.) Watts, Jr. due to poor responsiveness following multiple years of failed say-on-pay vote results. WITHHOLD votes are also warranted for Sharen Turney given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Paycom Software, Inc.	05/01/2023	Management	2	Yes	Elect Director J.C. Watts, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Sharen Turney and Julius Caesar (J.C.) Watts, Jr. due to poor responsiveness following multiple years of failed say-on-pay vote results. WITHHOLD votes are also warranted for Sharen Turney given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights.
Paycom Software, Inc.	05/01/2023	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paycom Software, Inc.	05/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance are reasonably aligned for the year under review, the compensation committee has not demonstrated sufficient responsiveness to last year's failed say-on-pay vote. After three consecutive failed say-on-pay votes, the compensation committee does not appear to have taken meaningful action to address shareholders' concerns. Moreover, the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. The total amount of perquisite compensation reported for the CEO is also excessive.
Paycom Software, Inc.	05/01/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Paycom Software, Inc.	05/01/2023	Management	6	Yes	Amend Certificate of Incorporation to Limit the Personal Liability of Certain Officers	For	For	Against	Against	Although the board has demonstrated improved responsiveness to shareholders by removing problematic provisions from its advance notice bylaw in response to shareholder feedback, a vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Paycom Software, Inc.	05/01/2023	Shareholder	7	Yes	Require a Majority Vote for the Election of Directors	Against	For	For	For	A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.
PayPal Holdings, Inc.	05/24/2023	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	2	Yes	Elect Director Jonathan Christodoro	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	3	Yes	Elect Director John J. Donahoe	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	4	Yes	Elect Director David W. Dorman	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	5	Yes	Elect Director Belinda J. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	6	Yes	Elect Director Enrique Lores	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	7	Yes	Elect Director Gail J. McGovern	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	8	Yes	Elect Director Deborah M. Messemer	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	9	Yes	Elect Director David M. Moffett	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	10	Yes	Elect Director Ann M. Sarnoff	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	11	Yes	Elect Director Daniel H. Schulman	For	For	For	For	A vote FOR all director nominees is warranted.

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PayPal Holdings, Inc.	05/24/2023	Management	12	Yes	Elect Director Frank D. Yeary	For	For	For	For	A vote FOR all director nominees is warranted.
PayPal Holdings, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are conditioned primarily on objective financial performance metrics and the performance-based equity awards utilize a multi-year performance period.
PayPal Holdings, Inc.	05/24/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the potential voting power dilution for all incentive plans of 10.16 percent is considered acceptable.
PayPal Holdings, Inc.	05/24/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PayPal Holdings, Inc.	05/24/2023	Shareholder	16	Yes	Adopt a Policy on Services in Conflict Zones	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from enhanced disclosure relating to potential risks of operating in various global markets and its management and oversight of such risks. In addition, adoption of this proposal would serve to further enhance the company's management in addressing allegations of human rights issues including discrimination controversies and could serve to further safeguard shareholder value.
PayPal Holdings, Inc.	05/24/2023	Shareholder	17	Yes	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on the potential risks and costs associated with the fulfillment of information requests for the enforcement of state laws related to reproductive rights would allow shareholders to assess how the company is managing such risks.
PayPal Holdings, Inc.	05/24/2023	Shareholder	18	No	Report on PayPal's Nondiscriminatory Provision of Financial Services - Withdrawn					As this proposal has been withdrawn, no votes will be tabulated or reported.
PayPal Holdings, Inc.	05/24/2023	Shareholder	19	Yes	Report on Ensuring Respect for Civil Liberties	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its anti-discrimination policies.
PayPal Holdings, Inc.	05/24/2023	Shareholder	20	Yes	Adopt Majority Vote Standard for Director Elections	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The scope of the proposal is unduly restrictive in that it does not provide the board an opportunity to address the underlying issue causing shareholders' dissatisfaction in lieu of the director's removal. Further, the board has already adopted a majority vote standard in uncontested director elections that reflects best market practice.
PDC Energy, Inc.	05/24/2023	Management	1	Yes	Elect Director Barton R. Brookman	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	2	Yes	Elect Director Pamela R. Butcher	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	3	Yes	Elect Director Mark E. Ellis	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	4	Yes	Elect Director Paul J. Korus	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	5	Yes	Elect Director Lynn A. Peterson	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	6	Yes	Elect Director Carlos A. Sabater	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	7	Yes	Elect Director Diana L. Sands	For	For	For	For	A vote FOR all director nominees is warranted.
PDC Energy, Inc.	05/24/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
PDC Energy, Inc.	05/24/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PDC Energy, Inc.	05/24/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Pegasystems Inc.	06/20/2023	Management	1	Yes	Elect Director Alan Trefler	For	For	For	For	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee Chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/20/2023	Management	2	Yes	Elect Director Peter Gyenes	For	For	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee Chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/20/2023	Management	3	Yes	Elect Director Richard Jones	For	For	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee Chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/20/2023	Management	4	Yes	Elect Director Christopher Lafond	For	For	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee Chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/20/2023	Management	5	Yes	Elect Director Dianne Ledingham	For	For	For	For	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee Chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pegasystems Inc.	06/20/2023	Management	6	Yes	Elect Director Sharon Rowlands	For	For	For	For	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee Chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/20/2023	Management	7	Yes	Elect Director Larry Weber	For	Against	Against	Against	Votes AGAINST Peter Gyenes and Richard (Rick) Jones are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent audit committee members Peter Gyenes, Christopher (Chris) Lafond and Larry Weber are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST Nominating Committee Chair Larry Weber are warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Pegasystems Inc.	06/20/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pegasystems Inc.	06/20/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pegasystems Inc.	06/20/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits cash buyout of awards without shareholder approval (overriding factor); * The company's potential Voting Power Dilution (VPD) for all incentive plans of 21.97 percent is excessive. * The plan allows options to be priced at less than 100 percent of the fair market value. * The plan administrator may provide loans to exercise awards.
Pegasystems Inc.	06/20/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Pegasystems Inc.	06/20/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penske Automotive Group, Inc.	05/11/2023	Management	1	Yes	Elect Director John Barr	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Penske Automotive Group, Inc.	05/11/2023	Management	2	Yes	Elect Director Lisa Davis	For	For	For	For	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	3	Yes	Elect Director Wolfgang Durheimer	For	For	For	For	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	4	Yes	Elect Director Michael Eisenson	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	5	Yes	Elect Director Robert Kurnick, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Penske Automotive Group, Inc.	05/11/2023	Management	6	Yes	Elect Director Kimberly McWaters	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	7	Yes	Elect Director Kota Odagiri	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	8	Yes	Elect Director Greg Penske	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	9	Yes	Elect Director Roger Penske	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Penske Automotive Group, Inc.	05/11/2023	Management	10	Yes	Elect Director Sandra Pierce	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	11	Yes	Elect Director Greg Smith	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	12	Yes	Elect Director Ronald Steinhart	For	Against	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.
Penske Automotive Group, Inc.	05/11/2023	Management	13	Yes	Elect Director H. Brian Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Roger Penske, H. Brian Thompson, John Barr, Michael Eisenson, Robert Kurnick Jr., Kimberly McWaters, Kota Odagiri, Gregory (Greg) Penske, Sandra Pierce and Ronald Steinhart are warranted for lack of a majority independent board. Votes AGAINST H. Brian Thompson, John Barr, Kimberly McWaters and Ronald Steinhart are also warranted for serving as non-independent members of a key board committee. A vote AGAINST incumbent audit committee members John Barr, Kimberly McWaters, Gregory (Greg) Smith, and Ronald Steinhart is warranted in light of the pledging activity at the company that poses a material risk to shareholders. A vote FOR the remaining director nominees is warranted.

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Penske Automotive Group, Inc.	05/11/2023	Management	14	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. Furthermore, the company is controlled and the board which will decide on the company's response to any shareholder litigation has a poor track record on corporate governance.
Penske Automotive Group, Inc.	05/11/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penske Automotive Group, Inc.	05/11/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
Penske Automotive Group, Inc.	05/11/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pentair plc	05/09/2023	Management	1	Yes	Elect Director Mona Abutaleb Stephenson	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	2	Yes	Elect Director Melissa Barra	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	3	Yes	Elect Director T. Michael Glenn	For	For	Against	Against	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	4	Yes	Elect Director Theodore L. Harris	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	5	Yes	Elect Director David A. Jones	For	For	Against	Against	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	6	Yes	Elect Director Gregory E. Knight	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	7	Yes	Elect Director Michael T. Speetzen	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	8	Yes	Elect Director John L. Stauch	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	9	Yes	Elect Director Billie I. Williamson	For	For	For	For	Votes AGAINST David Jones and T. Michael Glenn are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pentair plc	05/09/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on pre-set financial performance metrics and half of equity incentives were performance-based, with a multi-year performance period.
Pentair plc	05/09/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pentair plc	05/09/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors and Authorise Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pentair plc	05/09/2023	Management	13	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR Item 5 is warranted because the proposed amounts and durations are within recommended limits. A vote AGAINST Item 6 is warranted because the potential dilution exceeds the 10 percent limit for general share issuance requests without preemptive rights.
Pentair plc	05/09/2023	Management	14	Yes	Renew the Board's Authority to Opt-Out of Statutory Preemption Rights Under Irish Law	For	For	Against	Against	A vote FOR Item 5 is warranted because the proposed amounts and durations are within recommended limits. A vote AGAINST Item 6 is warranted because the potential dilution exceeds the 10 percent limit for general share issuance requests without preemptive rights.
Pentair plc	05/09/2023	Management	15	Yes	Determine Price Range for Reissuance of Treasury Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no concerns have been identified.
Penumbra, Inc.	05/31/2023	Management	1	Yes	Elect Director Arani Bose	For	For	For	For	WITHHOLD votes are warranted for governance committee members Bridget O'Rourke and Surbhi Sarna given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights Votes FOR Arani Bose are warranted.
Penumbra, Inc.	05/31/2023	Management	2	Yes	Elect Director Bridget O'Rourke	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Bridget O'Rourke and Surbhi Sarna given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights Votes FOR Arani Bose are warranted.
Penumbra, Inc.	05/31/2023	Management	3	Yes	Elect Director Surbhi Sarna	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Bridget O'Rourke and Surbhi Sarna given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impact shareholder rights Votes FOR Arani Bose are warranted.
Penumbra, Inc.	05/31/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Penumbra, Inc.	05/31/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Penumbra, Inc.	05/31/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PepsiCo, Inc.	05/03/2023	Management	1	Yes	Elect Director Segun Agbaje	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	2	Yes	Elect Director Jennifer Bailey	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	3	Yes	Elect Director Cesar Conde	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	4	Yes	Elect Director Ian Cook	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PepsiCo, Inc.	05/03/2023	Management	5	Yes	Elect Director Edith W. Cooper	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	6	Yes	Elect Director Susan M. Diamond	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	7	Yes	Elect Director Dina Dublon	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	8	Yes	Elect Director Michelle Gass	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	9	Yes	Elect Director Ramon L. Laguarta	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	10	Yes	Elect Director Dave J. Lewis	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	11	Yes	Elect Director David C. Page	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	12	Yes	Elect Director Robert C. Pohlrad	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	13	Yes	Elect Director Daniel Vasella	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	14	Yes	Elect Director Darren Walker	For	For	For	For	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	15	Yes	Elect Director Alberto Weisser	For	For	Against	Against	Votes AGAINST Ian Cook, Dina Dublon, Daniel Vasella and Alberto Weisser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PepsiCo, Inc.	05/03/2023	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PepsiCo, Inc.	05/03/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
PepsiCo, Inc.	05/03/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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PepsiCo, Inc.	05/03/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
PepsiCo, Inc.	05/03/2023	Shareholder	20	Yes	Issue Transparency Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
PepsiCo, Inc.	05/03/2023	Shareholder	21	Yes	Report on Impacts of Restrictive Reproductive Healthcare Legislation	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
PepsiCo, Inc.	05/03/2023	Shareholder	22	Yes	Publish Annual Congruency Report on Net-Zero Emissions Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted at this time because the company publishes its GHG emissions targets, and its emissions generated from employee travel. This information allows shareholders to assess the company's congruence between its publicly stated goals, and its policies and expenditures on employee travel.
PerkinElmer, Inc.	04/25/2023	Management	1	Yes	Elect Director Peter Barrett	For	For	Against	Against	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	2	Yes	Elect Director Samuel R. Chapin	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	3	Yes	Elect Director Sylvie Gregoire	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	4	Yes	Elect Director Michelle McMurry-Heath	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	5	Yes	Elect Director Alexis P. Michas	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	6	Yes	Elect Director Prahlad R. Singh	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	7	Yes	Elect Director Michel Vounatsos	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	8	Yes	Elect Director Frank Witney	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	9	Yes	Elect Director Pascale Witz	For	For	For	For	Votes AGAINST Peter Barrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
PerkinElmer, Inc.	04/25/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.

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PerkinElmer, Inc.	04/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonable aligned at this time. Executive compensation is reasonably tied to objective performance goals, with half of annual equity grants linked to three-year performance goals.
PerkinElmer, Inc.	04/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PerkinElmer, Inc.	04/25/2023	Management	13	Yes	Change Company Name to Revvity, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Perrigo Company plc	05/04/2023	Management	1	Yes	Elect Director Bradley A. Alford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	2	Yes	Elect Director Orlando D. Ashford	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	3	Yes	Elect Director Katherine C. Doyle	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	4	Yes	Elect Director Adriana Karaboutis	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	5	Yes	Elect Director Murray S. Kessler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	6	Yes	Elect Director Jeffrey B. Kindler	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	7	Yes	Elect Director Erica L. Mann	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	8	Yes	Elect Director Albert A. Manzone	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	9	Yes	Elect Director Donal O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	10	Yes	Elect Director Geoffrey M. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Perrigo Company plc	05/04/2023	Management	11	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Perrigo Company plc	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of the regular-cycle equity awards were performance-conditioned, and annual incentives were based primarily on objective financial metrics with target goals that appear to be rigorous. In addition, the CEO's realizable pay shows directional alignment with the company's long-term stock price performance, and the company improved disclosure of performance targets and results under the long-term incentive program. While some concerns are raised surround the use of an overlapping metric, which is measured over a one-year performance period, earned PSUs are based on the average of the vesting for each year in the three-year performance period, mitigating some of the concerns surrounding this structure.
Perrigo Company plc	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Perrigo Company plc	05/04/2023	Management	14	Yes	Authorise Issue of Equity	For	For	Against	Against	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Perrigo Company plc	05/04/2023	Management	15	Yes	Authorize Issuance of Equity without Preemptive Rights	For	For	For	For	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Perrigo Company plc	05/04/2023	Management	16	Yes	Approve Creation of Distributable Reserves	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.

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Petco Health and Wellness Company, Inc.	06/22/2023	Management	1	Yes	Elect Director Gary Briggs	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishad Chande and Mary Sullivan are warranted for lack of a majority independent board. WITHHOLD votes for Mary Sullivan are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Gary Briggs and Mary Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Petco Health and Wellness Company, Inc.	06/22/2023	Management	2	Yes	Elect Director Nishad Chande	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishad Chande and Mary Sullivan are warranted for lack of a majority independent board. WITHHOLD votes for Mary Sullivan are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Gary Briggs and Mary Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Petco Health and Wellness Company, Inc.	06/22/2023	Management	3	Yes	Elect Director Mary Sullivan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Nishad Chande and Mary Sullivan are warranted for lack of a majority independent board. WITHHOLD votes for Mary Sullivan are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Governance Committee members Gary Briggs and Mary Sullivan are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Petco Health and Wellness Company, Inc.	06/22/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns exist regarding the disclosure of the STI and LTI programs. While the CEO's annual equity awards were half performance-conditioned and STI was based primarily on financial goals, targets were undisclosed, making it difficult for shareholders to evaluate the rigor of the goals. Additionally, the CEO received a significant retention grant of stock options, raising concerns regarding the magnitude of his awards as well as the lack of forward-looking performance vesting criteria for the majority of his FY22 equity grants.
Petco Health and Wellness Company, Inc.	06/22/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Petco Health and Wellness Company, Inc.	06/22/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and the board which will decide on the company's response to any shareholder litigation lacks accountability to unaffiliated shareholders.
Petco Health and Wellness Company, Inc.	06/22/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Pfizer Inc.	04/27/2023	Management	1	Yes	Elect Director Ronald E. Blaylock	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Pfizer Inc.	04/27/2023	Management	2	Yes	Elect Director Albert Bourla	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	3	Yes	Elect Director Susan Desmond-Hellmann	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	4	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	5	Yes	Elect Director Scott Gottlieb	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	6	Yes	Elect Director Helen H. Hobbs	For	For	Against	Against	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	7	Yes	Elect Director Susan Hockfield	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	8	Yes	Elect Director Dan R. Littman	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	9	Yes	Elect Director Shantanu Narayen	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	10	Yes	Elect Director Suzanne Nora Johnson	For	For	Against	Against	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	11	Yes	Elect Director James Quincey	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	12	Yes	Elect Director James C. Smith	For	For	For	For	Votes AGAINST Helen Hobbs and Suzanne Nora Johnson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pfizer Inc.	04/27/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pfizer Inc.	04/27/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO is considered excessive, notably the personal use of corporate aircraft and security-related perquisites.
Pfizer Inc.	04/27/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pfizer Inc.	04/27/2023	Shareholder	16	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.

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Pfizer Inc.	04/27/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Pfizer Inc.	04/27/2023	Shareholder	18	Yes	Report on Feasibility of Intellectual Property Transfer to Boost Covid-19 Vaccine Production	Against	Against	For	For	A vote FOR this proposal is warranted, as the company has faced recent criticism for its role in global COVID-19 vaccine inequity and additional information would allow shareholders to understand how the company is managing related risks.
Pfizer Inc.	04/27/2023	Shareholder	19	Yes	Report on Impact of Extended Patent Exclusivities on Product Access	Against	For	For	For	A vote FOR this proposal is warranted because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anticompetitive practices.
Pfizer Inc.	04/27/2023	Shareholder	20	Yes	Report on Political Expenditures Congruence	Against	Against	For	For	A vote FOR this proposal is warranted, as more comprehensive information regarding Pfizer's political contribution spending and nonprofit organization participation would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
PG&E Corporation	05/18/2023	Management	1	Yes	Elect Director Cheryl F. Campbell	For	For	For	For	A vote FOR all directors is warranted at this time.
PG&E Corporation	05/18/2023	Management	2	Yes	Elect Director Kerry W. Cooper	For	For	For	For	A vote FOR all directors is warranted at this time.
PG&E Corporation	05/18/2023	Management	3	Yes	Elect Director Arno L. Harris	For	For	For	For	A vote FOR all directors is warranted at this time.
PG&E Corporation	05/18/2023	Management	4	Yes	Elect Director Carlos M. Hernandez	For	For	For	For	A vote FOR all directors is warranted at this time.
PG&E Corporation	05/18/2023	Management	5	Yes	Elect Director Michael R. Niggli	For	For	For	For	A vote FOR all directors is warranted at this time.
PG&E Corporation	05/18/2023	Management	6	Yes	Elect Director Benjamin F. Wilson	For	For	For	For	A vote FOR all directors is warranted at this time.
PG&E Corporation	05/18/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The STI and LTI programs utilize nineteen metrics altogether, which raises concerns around pay program complexity and the ability to incentivize for specific performance. The proxy lacks disclosures on the assessments related to the new STI individual performance modifier. With respect to LTI awards, it is positive that the entirety of NEOs' LTI was performance-conditioned with multi-year goals. However, the targeting of median performance for the relative TSR metric is not considered rigorous and the proxy does not disclose a vesting cap in the event of negative absolute TSR. Moreover, the company made mid-cycle goal changes to 2021 LTI awards, the rationale for which is not considered compelling. In light of these concerns, a vote AGAINST this proposal is warranted.
PG&E Corporation	05/18/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PG&E Corporation	05/18/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Philip Morris International Inc.	05/03/2023	Management	1	Yes	Elect Director Brant Bonin Bough	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	2	Yes	Elect Director Andre Calantzopoulos	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Philip Morris International Inc.	05/03/2023	Management	3	Yes	Elect Director Michel Combes	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	4	Yes	Elect Director Juan Jose Daboub	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	5	Yes	Elect Director Werner Geissler	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	6	Yes	Elect Director Lisa A. Hook	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	7	Yes	Elect Director Jun Makihara	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	8	Yes	Elect Director Kalpana Morparia	For	For	Against	Against	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	9	Yes	Elect Director Jacek Olczak	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	10	Yes	Elect Director Robert B. Polet	For	For	Against	Against	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	11	Yes	Elect Director Dessislava Temperley	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	12	Yes	Elect Director Shlomo Yanai	For	For	For	For	Votes AGAINST Kalpana Morparia and Robert Polet are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Philip Morris International Inc.	05/03/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following low support for the say-on-pay proposal last year, the compensation committee disclosed engagement efforts and feedback received from shareholders. However, the committee did not fully address a primary area of concern expressed by shareholders surrounding the problematic severance payment to a former CFO. Accordingly, the committee demonstrated only a limited degree of responsiveness and therefore a vote AGAINST this proposal is warranted.
Philip Morris International Inc.	05/03/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Philip Morris International Inc.	05/03/2023	Management	15	Yes	Ratify PricewaterhouseCoopers SA as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Philip Morris International Inc.	05/03/2023	Shareholder	16	Yes	Disclose Nicotine Level Information, and Reduce Nicotine Levels in Tobacco Products	Against	Against	For	For	A vote FOR this resolution is warranted because: * The requested actions should serve to complement the steps taken by the company to reduce risk related to selling tobacco products; and * Implementation of the proposal could serve to enhance the company's existing level of disclosure.

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Phillips 66	05/10/2023	Management	1	Yes	Elect Director Gregory J. Hayes	For	For	For	For	Votes AGAINST all director nominees up for re-election are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Glenn Tilton and Marna Whittington are also warranted for serving as non-independent members of a key board committee. Votes FOR new nominee Gregory (Greg) Hayes are warranted.
Phillips 66	05/10/2023	Management	2	Yes	Elect Director Charles M. Holley	For	For	Against	Against	Votes AGAINST all director nominees up for re-election are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Glenn Tilton and Marna Whittington are also warranted for serving as non-independent members of a key board committee. Votes FOR new nominee Gregory (Greg) Hayes are warranted.
Phillips 66	05/10/2023	Management	3	Yes	Elect Director Denise R. Singleton	For	For	Against	Against	Votes AGAINST all director nominees up for re-election are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Glenn Tilton and Marna Whittington are also warranted for serving as non-independent members of a key board committee. Votes FOR new nominee Gregory (Greg) Hayes are warranted.
Phillips 66	05/10/2023	Management	4	Yes	Elect Director Glenn F. Tilton	For	For	Against	Against	Votes AGAINST all director nominees up for re-election are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Glenn Tilton and Marna Whittington are also warranted for serving as non-independent members of a key board committee. Votes FOR new nominee Gregory (Greg) Hayes are warranted.
Phillips 66	05/10/2023	Management	5	Yes	Elect Director Marna C. Whittington	For	For	Against	Against	Votes AGAINST all director nominees up for re-election are warranted given the concerns raised regarding the company's management and oversight of climate related risks. Votes AGAINST Glenn Tilton and Marna Whittington are also warranted for serving as non-independent members of a key board committee. Votes FOR new nominee Gregory (Greg) Hayes are warranted.
Phillips 66	05/10/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Phillips 66	05/10/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO and paid an excessive tax gross-up for the CEO's personal use of aircraft. Additionally, certain goal target disclosure concerns continue to exist, although annual and long-term incentives are sufficiently tied to performance.
Phillips 66	05/10/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Phillips 66	05/10/2023	Shareholder	9	Yes	Publish Audited Report on Impacts of a Significant Reduction in Virgin Plastic Demand	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure on metrics and targets related to ability of the company to transition from virgin polymer production would allow shareholders to better assess the company's management of associated financial, environmental, and reputational risks.

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Pilgrim's Pride Corporation	04/26/2023	Management	1	Yes	Elect Director Gilberto Tomazoni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	2	Yes	Elect Director Wesley Mendonca Batista Filho	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	3	Yes	Elect Director Andre Nogueira de Souza	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	4	Yes	Elect Director Farha Aslam	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	5	Yes	Elect Director Joanita Karoleski	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	6	Yes	Elect Director Raul Padilla	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pilgrim's Pride Corporation	04/26/2023	Management	7	Yes	Elect Director Wallim Cruz de Vasconcellos Junior	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	8	Yes	Elect Director Arquimedes A. Celis	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	9	Yes	Elect Director Ajay Menon	For	For	For	For	WITHHOLD votes for non-independent nominees Gilberto Tomazoni, Wesley Mendonca Batista Filho, Wallim Cruz de Vasconcellos Junior, Joanita Maria Maestri Karoleski and Andre Nogueira de Souza are warranted for lack of a majority independent board. WITHHOLD votes for Gilberto Tomazoni, Wallim Cruz de Vasconcellos Junior and Andre Nogueira de Souza are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pilgrim's Pride Corporation	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Pilgrim's Pride Corporation	04/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pilgrim's Pride Corporation	04/26/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pilgrim's Pride Corporation	04/26/2023	Management	13	Yes	Amend Certificate of Incorporation Re: Composition of the Board of Directors	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Even though the amendment will not have any immediate effect on the structure of the board, it will potentially diminish the representation of unaffiliated shareholders on the board in the future.
Pilgrim's Pride Corporation	04/26/2023	Shareholder	14	Yes	Report on Efforts to Eliminate Deforestation in Supply Chain	Against	For	For	For	A vote FOR is warranted, as shareholders would benefit from additional information on the company's strategy to manage its supply chain's impact on deforestation.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	1	Yes	Elect Director Abney S. Boxley, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	2	Yes	Elect Director Charles E. Brock	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	3	Yes	Elect Director Renda J. Burkhart	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	4	Yes	Elect Director Gregory L. Burns	For	For	Against	Against	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	5	Yes	Elect Director Richard D. Callicutt, II	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	6	Yes	Elect Director Thomas C. Farnsworth, III	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation

B.1.a

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pinnacle Financial Partners, Inc.	04/18/2023	Management	7	Yes	Elect Director Joseph C. Galante	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	8	Yes	Elect Director Glenda Baskin Glover	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	9	Yes	Elect Director David B. Ingram	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	10	Yes	Elect Director Decosta E. Jenkins	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	11	Yes	Elect Director Robert A. McCabe, Jr.	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	12	Yes	Elect Director G. Kennedy Thompson	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	13	Yes	Elect Director M. Terry Turner	For	For	For	For	Votes AGAINST Gregory Burns are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	14	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provision. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.
Pinnacle Financial Partners, Inc.	04/18/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Pinnacle West Capital Corporation	05/17/2023	Management	1	Yes	Elect Director Glynis A. Bryan	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	2	Yes	Elect Director Gonzalo A. de la Melena, Jr.	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	3	Yes	Elect Director Richard P. Fox	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	4	Yes	Elect Director Jeffrey B. Guldner	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.

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Pinnacle West Capital Corporation	05/17/2023	Management	5	Yes	Elect Director Kathryn L. Munro	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	6	Yes	Elect Director Bruce J. Nordstrom	For	For	Withhold	Withhold	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	7	Yes	Elect Director Paula J. Sims	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	8	Yes	Elect Director William H. Spence	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	9	Yes	Elect Director Kristine L. Svinicki	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	10	Yes	Elect Director James E. Trevathan, Jr.	For	For	For	For	WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	11	No	Elect Director David P. Wagener - Withdrawn					WITHHOLD votes for Kathryn (Kathy) Munro and Bruce Nordstrom are warranted for serving as non-independent members of a key board committee. Nominee David P. Wagener (Item 1.11) has resigned from the board and is not seeking re-election at this meeting. Accordingly, votes on his election will not be tabulated or reported. A vote FOR the remaining director nominees is warranted.
Pinnacle West Capital Corporation	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concerns are noted about incomplete forward-looking goal disclosure under the LTIP and the absence of a cap on payouts in the event of negative absolute TSR, the LTI program is predominantly performance based and the annual incentives are entirely conditioned on clearly disclosed pre-set objective measures.
Pinnacle West Capital Corporation	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Pinnacle West Capital Corporation	05/17/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Pinnacle West Capital Corporation	05/17/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinnacle West Capital Corporation	05/17/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Pinterest, Inc.	05/25/2023	Management	1	Yes	Elect Director Jeffrey Jordan	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Jordan and Jeremy Levine are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey (Jeff) Jordan and Jeremy Levine are further warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Pinterest, Inc.	05/25/2023	Management	2	Yes	Elect Director Jeremy Levine	For	Against	Against	Against	Votes AGAINST Jeffrey (Jeff) Jordan and Jeremy Levine are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey (Jeff) Jordan and Jeremy Levine are further warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Pinterest, Inc.	05/25/2023	Management	3	Yes	Elect Director Gokul Rajaram	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jordan and Jeremy Levine are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey (Jeff) Jordan and Jeremy Levine are further warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Pinterest, Inc.	05/25/2023	Management	4	Yes	Elect Director Marc Steinberg	For	For	For	For	Votes AGAINST Jeffrey (Jeff) Jordan and Jeremy Levine are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Jeffrey (Jeff) Jordan and Jeremy Levine are further warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the classified board structure, the supermajority vote requirement to enact certain changes to the governing documents, and the dual-class capital structure, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Pinterest, Inc.	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received new-hire equity awards that represented over six times the median total pay of company-selected peer CEOs, based on the company's valuation. Given the magnitude of the awards, pay-for-performance concerns are heightened. The company relied only on time-based awards for the equity awards. Shareholders prefer for new-hire awards to predominantly consist of performance-conditioned equity and utilize a multi-year performance period with robust disclosure of goal targets. Further, the proxy does not indicate that the awards are intended to cover multiple years of pay. Additionally, a new NEO received a sizable, entirely time-based, RSU award.
Pinterest, Inc.	05/25/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pinterest, Inc.	05/25/2023	Shareholder	7	Yes	Report on Prevention of Workplace Harassment and Discrimination	Against	Against	For	For	A vote FOR this proposal is warranted as additional information on the company's sexual harassment and discrimination policies and the implementation of these policies would help shareholders better assess how the company is addressing associated risks.
Pinterest, Inc.	05/25/2023	Shareholder	8	Yes	Report on Censorship	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides sufficient disclosure on government takedown requests and the rationale for its community standards guidelines.
Pioneer Natural Resources Company	05/25/2023	Management	1	Yes	Elect Director A.R. Alameddine	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	2	Yes	Elect Director Lori G. Billingsley	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	3	Yes	Elect Director Edison C. Buchanan	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	4	Yes	Elect Director Richard P. Dealy	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	5	Yes	Elect Director Maria S. Dreyfus	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	6	Yes	Elect Director Matthew M. Gallagher	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	7	Yes	Elect Director Phillip A. Gobe	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	8	Yes	Elect Director Stacy P. Methvin	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	9	Yes	Elect Director Royce W. Mitchell	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pioneer Natural Resources Company	05/25/2023	Management	10	Yes	Elect Director Scott D. Sheffield	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	11	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	12	Yes	Elect Director Phoebe A. Wood	For	For	For	For	Votes AGAINST J. Kenneth Thompson and Edison Buchanan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Pioneer Natural Resources Company	05/25/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pioneer Natural Resources Company	05/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted although there is concern in the LTI plan which does not include a cap on payouts if absolute TSR is negative. However, the STI plan is largely based financial metrics, and the CEO's long-term incentive awards are entirely performance-based.
Pioneer Natural Resources Company	05/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Planet Fitness, Inc.	05/01/2023	Management	1	Yes	Elect Director Enshalla Anderson	For	For	For	For	WITHHOLD votes for Stephen Spinelli Jr. are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Stephen Spinelli Jr. are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Enshalla Anderson is warranted.
Planet Fitness, Inc.	05/01/2023	Management	2	Yes	Elect Director Stephen Spinelli, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Stephen Spinelli Jr. are further warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for governance committee member Stephen Spinelli Jr. are further warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Enshalla Anderson is warranted.
Planet Fitness, Inc.	05/01/2023	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Planet Fitness, Inc.	05/01/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.
Playtika Holding Corp.	06/08/2023	Management	1	Yes	Elect Director Robert Antokol	For	For	For	For	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Playtika Holding Corp.	06/08/2023	Management	2	Yes	Elect Director Marc Beilinson	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	3	Yes	Elect Director Hong Du	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	4	Yes	Elect Director Dana Gross	For	For	For	For	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	5	Yes	Elect Director Tian Lin	For	For	For	For	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	6	Yes	Elect Director Bing Yuan	For	Withhold	Withhold	Withhold	WITHHOLD votes for governance committee members Bing Yuan and Marc Beilinson are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee members Hong Du and Bing Yuan are warranted due to a pay-for-performance misalignment and for implementing a non-shareholder-approved option exchange program that includes executive officers. A vote FOR the remaining director nominees is warranted.
Playtika Holding Corp.	06/08/2023	Management	7	Yes	Ratify Kost Forer Gabbay & Kasierer as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Playtika Holding Corp.	06/08/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO total pay remains oversized compared to peers and is not substantiated by superior performance. Although the annual incentive program is based on a pre-set financial metric, the CEO's annual target cash opportunity is relatively high, and the NEOs continued to receive significant payouts under the retention bonus plan, a portion of which appears guaranteed. Additionally, while the long-term incentives were entirely based on performance, the PSUs utilize annual performance periods and goals for all four performance periods were lowered, with no compelling rationale provided. Additionally, the decision to offer a non-shareholder approved exchange program that allows NEOs to exchange underwater stock options for RSUs is considered problematic. Lastly, concerns are also raised with respect to the excise tax gross-up payment and single-trigger equity vesting acceleration in the event of a change in control, the excessive security-related perquisite provided to the CEO, and the tax gross-ups on certain executives' perquisites.
Plug Power Inc.	06/27/2023	Management	1	Yes	Elect Director Jonathan M. Silver	For	Withhold	Withhold	Withhold	In the absence of audit committee members on ballot, WITHHOLD votes are warranted for director nominees Jonathan Silver and Kyungyeol Song for failing to address the material weaknesses in the company's internal controls in consecutive years.
Plug Power Inc.	06/27/2023	Management	2	Yes	Elect Director Kyungyeol Song	For	Withhold	Withhold	Withhold	In the absence of audit committee members on ballot, WITHHOLD votes are warranted for director nominees Jonathan Silver and Kyungyeol Song for failing to address the material weaknesses in the company's internal controls in consecutive years.
Plug Power Inc.	06/27/2023	Management	3	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 7.39 percent is acceptable.
Plug Power Inc.	06/27/2023	Management	4	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Plug Power Inc.	06/27/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Plug Power Inc.	06/27/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Plug Power Inc.	06/27/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Popular, Inc.	05/11/2023	Management	1	Yes	Elect Director Ignacio Alvarez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	2	Yes	Elect Director Joaquin E. Bacardi, III	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	3	Yes	Elect Director Alejandro M. Ballester	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.

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Popular, Inc.	05/11/2023	Management	4	Yes	Elect Director Robert Carrady	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	5	Yes	Elect Director Richard L. Carrion	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	6	Yes	Elect Director Betty DeVita	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	7	Yes	Elect Director John W. Diercksen	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	8	Yes	Elect Director Maria Luisa Ferre Rangel	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	9	Yes	Elect Director C. Kim Goodwin	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	10	Yes	Elect Director Jose R. Rodriguez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	11	Yes	Elect Director Alejandro M. Sanchez	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	12	Yes	Elect Director Myrna M. Soto	For	For	For	For	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	13	Yes	Elect Director Carlos A. Unanue	For	For	Against	Against	Votes AGAINST Alejandro Ballester, Maria Luisa Ferre Rangel, C. Kim Goodwin and Carlos Unanue are also warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Popular, Inc.	05/11/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns have been identified.
Popular, Inc.	05/11/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Post Holdings, Inc.	01/26/2023	Management	1	Yes	Elect Director Dorothy M. Burwell	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	2	Yes	Elect Director Robert E. Grote	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	3	Yes	Elect Director David W. Kemper	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	4	Yes	Elect Director Robert V. Vitale	For	For	For	For	A vote FOR all director nominees is warranted.
Post Holdings, Inc.	01/26/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Post Holdings, Inc.	01/26/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.
PPG Industries, Inc.	04/20/2023	Management	1	Yes	Elect Director Stephen F. Angel	For	For	Against	Against	Votes AGAINST Hugh Grant and Stephen (Steve) Angel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/20/2023	Management	2	Yes	Elect Director Hugh Grant	For	For	Against	Against	Votes AGAINST Hugh Grant and Stephen (Steve) Angel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/20/2023	Management	3	Yes	Elect Director Melanie L. Healey	For	For	For	For	Votes AGAINST Hugh Grant and Stephen (Steve) Angel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/20/2023	Management	4	Yes	Elect Director Timothy M. Knavish	For	For	For	For	Votes AGAINST Hugh Grant and Stephen (Steve) Angel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/20/2023	Management	5	Yes	Elect Director Guillermo Novo	For	For	For	For	Votes AGAINST Hugh Grant and Stephen (Steve) Angel are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPG Industries, Inc.	04/20/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual and long-term incentives are primarily performance-based and long-term awards utilize multi-year performance periods. However, relative TSR awards target median performance and lack a payout cap for negative absolute results.
PPG Industries, Inc.	04/20/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PPG Industries, Inc.	04/20/2023	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PPG Industries, Inc.	04/20/2023	Shareholder	9	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
PPL Corporation	05/17/2023	Management	1	Yes	Elect Director Arthur P. Beattie	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	2	Yes	Elect Director Raja Rajamannar	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	3	Yes	Elect Director Heather B. Redman	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PPL Corporation	05/17/2023	Management	4	Yes	Elect Director Craig A. Rogerson	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	5	Yes	Elect Director Vincent Sorgi	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	6	Yes	Elect Director Linda G. Sullivan	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	7	Yes	Elect Director Natica von Althann	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	8	Yes	Elect Director Keith H. Williamson	For	For	Against	Against	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	9	Yes	Elect Director Phoebe A. Wood	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PPL Corporation	05/17/2023	Management	10	Yes	Elect Director Armando Zagalo de Lima	For	For	For	For	Votes AGAINST non-independent nominees Craig Rogerson, Vincent Sorgi, Raja Rajamannar, Natica von Althann and Keith Williamson are warranted for lack of a majority independent board. Votes AGAINST Craig Rogerson, Raja Rajamannar, Natica von Althann, and Keith Williamson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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PPL Corporation	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are both primarily based on quantitative performance targets, with clear disclosure of forward-looking goals. While a portion of the performance equity award targets merely median TSR, the program utilizes a multi-year measurement period and the TSR portion of the vesting cycle grant was forfeited due to underperformance.
PPL Corporation	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PPL Corporation	05/17/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PPL Corporation	05/17/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.
Primerica, Inc.	05/17/2023	Management	1	Yes	Elect Director John A. Addison, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	2	Yes	Elect Director Joel M. Babbitt	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	3	Yes	Elect Director Amber L. Cottle	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	4	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Primerica, Inc.	05/17/2023	Management	5	Yes	Elect Director Cynthia N. Day	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	6	Yes	Elect Director Sanjeev Dheer	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	7	Yes	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	8	Yes	Elect Director D. Richard Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	9	Yes	Elect Director Glenn J. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Primerica, Inc.	05/17/2023	Management	10	Yes	Elect Director Barbara A. Yastine	For	For	Against	Against	Votes AGAINST non-independent nominees Donald Richard (Rick) Williams, Glenn Williams, John Addison Jr., Joel Babbitt and Barbara Yastine are warranted for lack of a majority independent board. Votes AGAINST Joel Babbitt and Barbara Yastine are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Cynthia Day are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Primerica, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Primerica, Inc.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Primerica, Inc.	05/17/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Principal Financial Group, Inc.	05/16/2023	Management	1	Yes	Elect Director Jonathan S. Auerbach	For	For	For	For	Votes AGAINST Jocelyn Carter-Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Principal Financial Group, Inc.	05/16/2023	Management	2	Yes	Elect Director Mary E. "Maliz" Beams	For	For	For	For	Votes AGAINST Jocelyn Carter-Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Principal Financial Group, Inc.	05/16/2023	Management	3	Yes	Elect Director Jocelyn Carter-Miller	For	For	Against	Against	Votes AGAINST Jocelyn Carter-Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Principal Financial Group, Inc.	05/16/2023	Management	4	Yes	Elect Director Scott M. Mills	For	For	For	For	Votes AGAINST Jocelyn Carter-Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Principal Financial Group, Inc.	05/16/2023	Management	5	Yes	Elect Director Claudio N. Muruzabal	For	For	For	For	Votes AGAINST Jocelyn Carter-Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Principal Financial Group, Inc.	05/16/2023	Management	6	Yes	Elect Director H. Elizabeth Mitchell	For	For	For	For	Votes AGAINST Jocelyn Carter-Miller are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Principal Financial Group, Inc.	05/16/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based primarily on an objective financial performance metrics and the majority of equity award are conditioned on long-term clearly disclosed financial performance goals.
Principal Financial Group, Inc.	05/16/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Principal Financial Group, Inc.	05/16/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Procore Technologies, Inc.	06/07/2023	Management	1	Yes	Elect Director Craig F. Courtemanche, Jr.	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee member Nanci Caldwell for failure to establish racial or ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee member Nanci Caldwell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Procore Technologies, Inc.	06/07/2023	Management	2	Yes	Elect Director Kathryn A. Bueker	For	For	For	For	WITHHOLD votes are warranted for Nominating Committee member Nanci Caldwell for failure to establish racial or ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee member Nanci Caldwell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
Procore Technologies, Inc.	06/07/2023	Management	3	Yes	Elect Director Nanci E. Caldwell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Nominating Committee member Nanci Caldwell for failure to establish racial or ethnic diversity on the board. WITHHOLD votes are further warranted for Governance Committee member Nanci Caldwell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. Votes FOR the remaining nominees are warranted.
Procore Technologies, Inc.	06/07/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Procore Technologies, Inc.	06/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Procore Technologies, Inc.	06/07/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Prologis, Inc.	05/04/2023	Management	1	Yes	Elect Director Hamid R. Moghadam	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	2	Yes	Elect Director Cristina G. Bitá	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	3	Yes	Elect Director James B. Connor	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	4	Yes	Elect Director George L. Fotiades	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prologis, Inc.	05/04/2023	Management	5	Yes	Elect Director Lydia H. Kennard	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	6	Yes	Elect Director Irving F. Lyons, III	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	7	Yes	Elect Director Avid Modjtabai	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	8	Yes	Elect Director David P. O'Connor	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	9	Yes	Elect Director Olivier Piani	For	For	For	For	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	10	Yes	Elect Director Jeffrey L. Skelton	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prologis, Inc.	05/04/2023	Management	11	Yes	Elect Director Carl B. Webb	For	For	Against	Against	Votes AGAINST non-independent nominees Hamid Moghadam, Irving Lyons III, James (Jim) Connor, George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are warranted for lack of a majority independent board. Votes AGAINST George Fotiades, Lydia Kennard, Jeffrey Skelton and Carl Webb are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Prologis, Inc.	05/04/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual and long-term incentives are substantially performance-based, significant concerns remain with the overall complexity of the long-term incentive programs, the skyrocketing value of outperformance awards for the CEO and other NEOs, and the rigor of LTI and POP goals. In addition to resulting in a large jump in total performance year pay in FY22, the multiple long-term incentive vehicles and issues surrounding grant timing make it difficult for investors to determine and accurately compare pay year-over-year. Further, investors may not consider relative LTI and POP goals set at one percentage point above the index to be particularly rigorous. Given these concerns, the quantitative pay-for-performance misalignment for the year under review is not mitigated.
Prologis, Inc.	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Prologis, Inc.	05/04/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/18/2023	Management	1	Yes	Elect Director Kevin J. Hanigan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	2	Yes	Elect Director William T. Luedke, IV	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	3	Yes	Elect Director Perry Mueller, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	4	Yes	Elect Director Harrison Stafford, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	5	Yes	Elect Director Laura Murillo	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Prosperity Bancshares, Inc.	04/18/2023	Management	6	Yes	Elect Director Ileana Blanco	For	For	For	For	WITHHOLD votes for non-independent nominees Kevin Hanigan, Perry Mueller Jr. and Harrison Stafford II are warranted for lack of a majority independent board. WITHHOLD votes for Harrison Stafford II are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Prosperity Bancshares, Inc.	04/18/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prosperity Bancshares, Inc.	04/18/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.
Prosperity Bancshares, Inc.	04/18/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Prudential Financial, Inc.	05/09/2023	Management	1	Yes	Elect Director Gilbert F. Casellas	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	2	Yes	Elect Director Robert M. Falzon	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	3	Yes	Elect Director Martina Hund-Mejean	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	4	Yes	Elect Director Wendy E. Jones	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	5	Yes	Elect Director Charles F. Lowrey	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Prudential Financial, Inc.	05/09/2023	Management	6	Yes	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	7	Yes	Elect Director Christine A. Poon	For	For	Against	Against	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	8	Yes	Elect Director Douglas A. Scovanner	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	9	Yes	Elect Director Michael A. Todman	For	For	For	For	Votes AGAINST non-independent nominees Charles Lowrey, Christine (Chris) Poon, Gilbert (Gil) Casellas, Robert Falzon and Martina Hund-Mejean are warranted for lack of a majority independent board. Votes AGAINST Gilbert (Gil) Casellas and Martina Hund-Mejean are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Prudential Financial, Inc.	05/09/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Prudential Financial, Inc.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were entirely based on financial performance, and a majority of equity incentives are based on performance measured over a multi-year period.
Prudential Financial, Inc.	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Prudential Financial, Inc.	05/09/2023	Shareholder	13	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
PTC Inc.	02/16/2023	Management	1	Yes	Elect Director Mark Benjamin	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	2	Yes	Elect Director Janice Chaffin	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
PTC Inc.	02/16/2023	Management	3	Yes	Elect Director Amar Hanspal	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	4	Yes	Elect Director James Heppelmann	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	5	Yes	Elect Director Michal Katz	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	6	Yes	Elect Director Paul Lacy	For	For	Withhold	Withhold	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	7	Yes	Elect Director Corinna Lathan	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	8	Yes	Elect Director Blake Moret	For	For	For	For	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	9	Yes	Elect Director Robert Schechter	For	For	Withhold	Withhold	WITHHOLD votes for Robert Schechter and Paul Lacy are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PTC Inc.	02/16/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.22 percent is acceptable.
PTC Inc.	02/16/2023	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
PTC Inc.	02/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based entirely on financial performance while half of the equity awards are performance-conditioned.
PTC Inc.	02/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PTC Inc.	02/16/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Public Service Enterprise Group Incorporated	04/18/2023	Management	1	Yes	Elect Director Ralph A. LaRossa	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	2	Yes	Elect Director Susan Tomasky	For	For	Against	Against	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	3	Yes	Elect Director Willie A. Deese	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	4	Yes	Elect Director Jamie M. Gentoso	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Public Service Enterprise Group Incorporated	04/18/2023	Management	5	Yes	Elect Director Barry H. Ostrowsky	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	6	Yes	Elect Director Valerie A. Smith	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	7	Yes	Elect Director Scott G. Stephenson	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	8	Yes	Elect Director Laura A. Sugg	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	9	Yes	Elect Director John P. Surma	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	10	Yes	Elect Director Alfred W. Zollar	For	For	For	For	Votes AGAINST Susan Tomasky are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Public Service Enterprise Group Incorporated	04/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Public Service Enterprise Group Incorporated	04/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Public Service Enterprise Group Incorporated	04/18/2023	Management	13	Yes	Eliminate Supermajority Vote Requirements for Certain Business Combinations	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would improve shareholder rights.
Public Service Enterprise Group Incorporated	04/18/2023	Management	14	Yes	Eliminate Supermajority Vote Requirements to Remove a Director Without Cause	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would improve shareholder rights.
Public Service Enterprise Group Incorporated	04/18/2023	Management	15	Yes	Eliminate Supermajority Vote Requirement to Make Certain Amendments to By-Laws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirements would improve shareholder rights.
Public Service Enterprise Group Incorporated	04/18/2023	Management	16	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Public Storage	05/02/2023	Management	1	Yes	Elect Director Ronald L. Havner, Jr.	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	2	Yes	Elect Director Tamara Hughes Gustavson	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	3	Yes	Elect Director Leslie S. Heisz	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	4	Yes	Elect Director Shankh S. Mitra	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Public Storage	05/02/2023	Management	5	Yes	Elect Director David J. Neithercut	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	6	Yes	Elect Director Rebecca Owen	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	7	Yes	Elect Director Kristy M. Pipes	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	8	Yes	Elect Director Avedick B. Poladian	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	9	Yes	Elect Director John Reyes	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	10	Yes	Elect Director Joseph D. Russell, Jr.	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	11	Yes	Elect Director Tariq M. Shaukat	For	For	For	For	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	12	Yes	Elect Director Ronald P. Spogli	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	13	Yes	Elect Director Paul S. Williams	For	For	Against	Against	Votes AGAINST Avedick Poladian and Ronald Spogli are warranted for serving as non-independent members of a key board committee. Votes AGAINST Leslie Heisz and Paul Williams are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Public Storage	05/02/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Public Storage	05/02/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Public Storage	05/02/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Public Storage	05/02/2023	Shareholder	17	Yes	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
PulteGroup, Inc.	05/03/2023	Management	1	Yes	Elect Director Brian P. Anderson	For	For	Against	Against	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	2	Yes	Elect Director Bryce Blair	For	For	Against	Against	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	3	Yes	Elect Director Thomas J. Folliard	For	For	For	For	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	4	Yes	Elect Director Cheryl W. Grise	For	For	Against	Against	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	5	Yes	Elect Director Andre J. Hawaux	For	For	For	For	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	6	Yes	Elect Director J. Phillip Holloman	For	For	For	For	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	7	Yes	Elect Director Ryan R. Marshall	For	For	For	For	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	8	Yes	Elect Director John R. Peshkin	For	For	For	For	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	9	Yes	Elect Director Scott F. Powers	For	For	For	For	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	10	Yes	Elect Director Lila Snyder	For	For	For	For	Votes AGAINST Brian Anderson, Bryce Blair and Cheryl Grise are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
PulteGroup, Inc.	05/03/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
PulteGroup, Inc.	05/03/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are tied to pre-set financial metrics and half of long-term incentives are performance conditioned, though there is some concern raised given the lack of forwardly disclosed financial metric targets.
PulteGroup, Inc.	05/03/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Pure Storage, Inc.	06/14/2023	Management	1	Yes	Elect Director Andrew Brown	For	For	For	For	WITHHOLD votes are warranted for governance committee nominee Roxanne Taylor given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Pure Storage, Inc.	06/14/2023	Management	2	Yes	Elect Director John "Coz" Colgrove	For	For	For	For	WITHHOLD votes are warranted for governance committee nominee Roxanne Taylor given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Pure Storage, Inc.	06/14/2023	Management	3	Yes	Elect Director Roxanne Taylor	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee nominee Roxanne Taylor given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Pure Storage, Inc.	06/14/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pure Storage, Inc.	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Pure Storage, Inc.	06/14/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PVH Corp.	06/22/2023	Management	1	Yes	Elect Director Ajay Bhalla	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	2	Yes	Elect Director Michael M. Calbert	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	3	Yes	Elect Director Brent Callinicos	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	4	Yes	Elect Director George Cheeks	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	5	Yes	Elect Director Stefan Larsson	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	6	Yes	Elect Director G. Penny McIntyre	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	7	Yes	Elect Director Amy McPherson	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	8	Yes	Elect Director Allison Peterson	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	9	Yes	Elect Director Edward R. Rosenfeld	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	10	Yes	Elect Director Judith Amanda Sourry Knox	For	For	For	For	A vote FOR all director nominees is warranted.
PVH Corp.	06/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some goal rigor concern is noted, annual incentives were entirely measured against a pre-set financial metric and no discretionary modifications were applied. In addition, half of the CEO's target equity mix was composed of performance-conditioned equity, and the performance-based portion of the remaining NEOs' awards will be increased in FY23. Further, forward-looking target goals are disclosed, TSR targets above-median performance, and PSUs are measured over a multi-year period.
PVH Corp.	06/22/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
PVH Corp.	06/22/2023	Management	13	Yes	Amend Certificate of Incorporation to Update the Exculpation Provision Under the Delaware General Corporation Law	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
PVH Corp.	06/22/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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PVH Corp.	06/22/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QIAGEN NV	06/22/2023	Management	2	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR is warranted because of the absence of concern with the company's audit procedures or its auditors.
QIAGEN NV	06/22/2023	Management	3	Yes	Approve Remuneration Report	For	For	For	For	A qualified vote FOR is warranted as the proposed remuneration report is broadly in line with market practice, however, the disclosure under the STIP and the LTIP would benefit from some improvement, especially concerning the "personal objectives" metric (25 percent weight) and the achievement of the non-financial metrics under the STIP. Targets under the LTIP are also lacking.
QIAGEN NV	06/22/2023	Management	4	Yes	Approve Discharge of Management Board	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.
QIAGEN NV	06/22/2023	Management	5	Yes	Approve Discharge of Supervisory Board	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies that the management board and/or supervisory board are not fulfilling their fiduciary duties.
QIAGEN NV	06/22/2023	Management	6	Yes	Reelect Metin Colpan to Supervisory Board	For	For	Against	Against	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	7	Yes	Reelect Toralf Haag to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	8	Yes	Reelect Ross L. Levine to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	9	Yes	Reelect Elaine Mardis to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	10	Yes	Reelect Eva Pisa to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	11	Yes	Reelect Lawrence A. Rosen to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	12	Yes	Reelect Stephen H. Ruszkowski to Supervisory Board	For	For	For	For	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	13	Yes	Reelect Elizabeth E. Tallett to Supervisory Board	For	For	Against	Against	Votes AGAINST Metin Colpan and Elizabeth Tallett are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining candidates are warranted.
QIAGEN NV	06/22/2023	Management	14	Yes	Reelect Thierry Bernard to Management Board	For	For	For	For	A vote FOR these elections is warranted because: * The nominees are elected for a term not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.
QIAGEN NV	06/22/2023	Management	15	Yes	Reelect Roland Sackers to Management Board	For	For	For	For	A vote FOR these elections is warranted because: * The nominees are elected for a term not exceeding four years; * The candidates appear to possess the necessary qualifications for board membership; and * There is no known controversy concerning the candidates.

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QIAGEN NV	06/22/2023	Management	16	Yes	Reappoint KPMG Accountants N.V. as Auditors	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
QIAGEN NV	06/22/2023	Management	17	Yes	Grant Supervisory Board Authority to Issue Shares	For	For	For	For	A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume (i.e. the management board would be able to issue share up to 50 percent of the issued share capital).
QIAGEN NV	06/22/2023	Management	18	Yes	Authorize Supervisory Board to Exclude Preemptive Rights from Share Issuances	For	For	For	For	A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume (i.e. the management board would be able to issue share up to 50 percent of the issued share capital).
QIAGEN NV	06/22/2023	Management	19	Yes	Authorize Repurchase of Shares	For	For	For	For	A vote FOR is warranted because: * This proposal is in line with commonly used safeguards regarding volume and pricing; * The authorization would allow QIAGEN to repurchase up to 10.00 percent of the issued share capital; and * The authorization would allow the company to repurchase shares for less or up to 110 percent of the share price prior to the repurchase.
QIAGEN NV	06/22/2023	Management	20	Yes	Approve Discretionary Rights for the Managing Board to Implement Capital Repayment by Means of Synthetic Share Repurchase	For	For	For	For	A vote FOR is warranted because this is an alternative return to shareholders.
QIAGEN NV	06/22/2023	Management	21	Yes	Approve Cancellation of Shares	For	For	For	For	A vote FOR is warranted because the cancellation of shares is in shareholders' interests.
QIAGEN NV	06/22/2023	Management	22	Yes	Approve QIAGEN N.V. 2023 Stock Plan	For	For	For	For	A vote FOR is warranted as the proposed terms and conditions of the stock plan are in line with market practice. However, we do raise that theoretically the potential dilution from this plan is exceeding 5 percent, but is mitigated by the fact that no awards will be granted from the 2014 equity plan reserve, the historic average forfeiture rate of approximately 50 percent on outstanding awards, and the company historic burn rate of 0.4 percent per annum.
QUALCOMM Incorporated	03/08/2023	Management	1	Yes	Elect Director Sylvia Acevedo	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	2	Yes	Elect Director Cristiano R. Amon	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	3	Yes	Elect Director Mark Fields	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	4	Yes	Elect Director Jeffrey W. Henderson	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	5	Yes	Elect Director Gregory N. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	6	Yes	Elect Director Ann M. Livermore	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	7	Yes	Elect Director Mark D. McLaughlin	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	8	Yes	Elect Director Jamie S. Miller	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	9	Yes	Elect Director Irene B. Rosenfeld	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	10	Yes	Elect Director Kornelis (Neil) Smit	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	11	Yes	Elect Director Jean-Pascal Tricoire	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	12	Yes	Elect Director Anthony J. Vinciguerra	For	For	For	For	A vote FOR all director nominees is warranted.
QUALCOMM Incorporated	03/08/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QUALCOMM Incorporated	03/08/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for company loans to officers for the exercise of stock options.
QUALCOMM Incorporated	03/08/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Quanta Services, Inc.	05/23/2023	Management	1	Yes	Elect Director Earl C. (Duke) Austin, Jr.	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Quanta Services, Inc.	05/23/2023	Management	2	Yes	Elect Director Doyle N. Beneby	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	3	Yes	Elect Director Vincent D. Poster	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	4	Yes	Elect Director Bernard Fried	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	5	Yes	Elect Director Worthing F. Jackman	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	6	Yes	Elect Director Holli C. Ladhani	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	7	Yes	Elect Director David M. McClanahan	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	8	Yes	Elect Director R. Scott Rowe	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	9	Yes	Elect Director Margaret B. Shannon	For	For	For	For	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Quanta Services, Inc.	05/23/2023	Management	10	Yes	Elect Director Martha B. Wyrsh	For	For	Against	Against	Votes AGAINST Vincent (Vince) Foster, Bernard Fried and Worthing Jackman are warranted for serving as non-independent members of a key board committee. Votes AGAINST Governance Committee Chair Martha Wyrsh are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Quanta Services, Inc.	05/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Quanta Services, Inc.	05/23/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Quanta Services, Inc.	05/23/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quest Diagnostics Incorporated	05/17/2023	Management	1	Yes	Elect Director James E. Davis	For	For	For	For	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	2	Yes	Elect Director Luis A. Diaz, Jr.	For	For	For	For	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	3	Yes	Elect Director Tracey C. Doi	For	For	For	For	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	4	Yes	Elect Director Vicky B. Gregg	For	For	For	For	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	5	Yes	Elect Director Wright L. Lassiter, III	For	For	For	For	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	6	Yes	Elect Director Timothy L. Main	For	For	For	For	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	7	Yes	Elect Director Denise M. Morrison	For	For	For	For	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	8	Yes	Elect Director Gary M. Pfeiffer	For	For	Against	Against	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	9	Yes	Elect Director Timothy M. Ring	For	For	Against	Against	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	10	Yes	Elect Director Gail R. Wilensky	For	For	Against	Against	Votes AGAINST Timothy Ring, Gary Pfeiffer and Gail Wilensky are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Quest Diagnostics Incorporated	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay and company performance are reasonably aligned and the majority of pay is conditioned on objective financial performance metrics.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Quest Diagnostics Incorporated	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Quest Diagnostics Incorporated	05/17/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Quest Diagnostics Incorporated	05/17/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Quest Diagnostics Incorporated	05/17/2023	Shareholder	15	Yes	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as the company has not set a target to reduce its GHG emissions and setting short-, medium-, and long-term science-based GHG targets would benefit shareholders by providing important information on the company's plans to transition to a low carbon economy. Additionally, this proposal may help the company prepare for climate-disclosure regulations.
QuidelOrtho Corp.	05/16/2023	Management	1	Yes	Elect Director Douglas C. Bryant	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	2	Yes	Elect Director Kenneth F. Buechler	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	3	Yes	Elect Director Evelyn S. Dilsaver	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	4	Yes	Elect Director Edward L. Michael	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	5	Yes	Elect Director Mary Lake Polan	For	For	Withhold	Withhold	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	6	Yes	Elect Director Ann D. Rhoads	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	7	Yes	Elect Director Robert R. Schmidt	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	8	Yes	Elect Director Christoper M. Smith	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	9	Yes	Elect Director Matthew W. Strobeck	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	10	Yes	Elect Director Kenneth J. Widder	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	11	Yes	Elect Director Joseph D. Wilkins, Jr.	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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QuidelOrtho Corp.	05/16/2023	Management	12	Yes	Elect Director Stephen H. Wise	For	For	For	For	WITHHOLD votes for Kenneth Buechler and Mary Polan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
QuidelOrtho Corp.	05/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
QuidelOrtho Corp.	05/16/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
QuidelOrtho Corp.	05/16/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Range Resources Corporation	05/10/2023	Management	1	Yes	Elect Director Brenda A. Cline	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	2	Yes	Elect Director Margaret K. Dorman	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	3	Yes	Elect Director James M. Funk	For	For	Against	Against	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	4	Yes	Elect Director Steve D. Gray	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	5	Yes	Elect Director Greg G. Maxwell	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	6	Yes	Elect Director Reginal W. Spiller	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	7	Yes	Elect Director Dennis L. Degner	For	For	For	For	Votes AGAINST James Funk are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Range Resources Corporation	05/10/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Range Resources Corporation	05/10/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Range Resources Corporation	05/10/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Raymond James Financial, Inc.	02/23/2023	Management	1	Yes	Elect Director Marlene Debel	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	2	Yes	Elect Director Robert M. Dutkowsky	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	3	Yes	Elect Director Jeffrey N. Edwards	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	4	Yes	Elect Director Benjamin C. Esty	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	5	Yes	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	6	Yes	Elect Director Thomas A. James	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Raymond James Financial, Inc.	02/23/2023	Management	7	Yes	Elect Director Gordon L. Johnson	For	For	Against	Against	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	8	Yes	Elect Director Roderick C. McGeary	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	9	Yes	Elect Director Paul C. Reilly	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	10	Yes	Elect Director Raj Seshadri	For	For	For	For	Votes AGAINST Gordon Johnson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Raymond James Financial, Inc.	02/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. Cash and equity incentive award values are ultimately discretionarily determined; investors generally prefer an annual incentive program structure that emphasizes objective and transparent determinations. While this issue warrants continued close monitoring and may be scrutinized further if pay and performance become misaligned in the future, pay and performance are reasonably aligned for the year in review. In addition, the majority of long-term incentives, once granted, are earned based on clearly disclosed multi-year goals, and the increase in CEO performance year pay is directionally aligned with TSR outperformance and improved financial performance.
Raymond James Financial, Inc.	02/23/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Raymond James Financial, Inc.	02/23/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Raymond James Financial, Inc.	02/23/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rayonier Inc.	05/18/2023	Management	1	Yes	Elect Director Dod A. Fraser	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	2	Yes	Elect Director Keith E. Bass	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	3	Yes	Elect Director Gregg A. Gonsalves	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	4	Yes	Elect Director Scott R. Jones	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	5	Yes	Elect Director V. Larkin Martin	For	For	Against	Against	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	6	Yes	Elect Director Meridee A. Moore	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	7	Yes	Elect Director Ann C. Nelson	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	8	Yes	Elect Director David L. Nunes	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	9	Yes	Elect Director Matthew J. Rivers	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Rayonier Inc.	05/18/2023	Management	10	Yes	Elect Director Andrew G. Wiltshire	For	For	For	For	Votes AGAINST V. Larkin Martin are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Rayonier Inc.	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Rayonier Inc.	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rayonier Inc.	05/18/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Rayonier Inc.	05/18/2023	Management	14	Yes	Ratify Ernst & Young, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Raytheon Technologies Corporation	05/02/2023	Management	1	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	2	Yes	Elect Director Leanne G. Caret	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	3	Yes	Elect Director Bernard A. Harris, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	4	Yes	Elect Director Gregory J. Hayes	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	5	Yes	Elect Director George R. Oliver	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	6	Yes	Elect Director Robert K. (Kelly) Ortberg	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	7	Yes	Elect Director Dinesh C. Paliwal	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	8	Yes	Elect Director Ellen M. Pawlikowski	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	9	Yes	Elect Director Denise L. Ramos	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	10	Yes	Elect Director Fredric G. Reynolds	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	11	Yes	Elect Director Brian C. Rogers	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	12	Yes	Elect Director James A. Winnefeld, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	13	Yes	Elect Director Robert O. Work	For	For	For	For	A vote FOR the director nominees is warranted.
Raytheon Technologies Corporation	05/02/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of both annual incentives and equity awards were based on clearly disclosed financial goals. Annual incentives have the potential for significant committee discretion, though payouts for the year in review were aligned with the corporate performance goals. The committee also plans to incorporate quantitative targets for the bonus program's non-financial goals for FY23. Long-term incentives were more than half performance-based with a multi-year measurement period and disclosed forward-looking targets for all metrics.
Raytheon Technologies Corporation	05/02/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Raytheon Technologies Corporation	05/02/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Raytheon Technologies Corporation	05/02/2023	Management	17	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted, as the elimination of Article Ninth represents an enhancement in the company's corporate governance structure.

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Raytheon Technologies Corporation	05/02/2023	Management	18	Yes	Amend Certificate of Incorporation to Eliminate Personal Liability of Officers for Monetary Damages For Breach of Fiduciary Duty as an Officer	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Raytheon Technologies Corporation	05/02/2023	Shareholder	19	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Raytheon Technologies Corporation	05/02/2023	Shareholder	20	Yes	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional disclosure on the company's efforts to reduce greenhouse gas emissions.
Realty Income Corporation	05/23/2023	Management	1	Yes	Elect Director Priscilla Almodovar	For	For	For	For	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	2	Yes	Elect Director Jacqueline Brady	For	For	For	For	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	3	Yes	Elect Director A. Larry Chapman	For	For	Against	Against	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	4	Yes	Elect Director Reginald H. Gilyard	For	For	For	For	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Realty Income Corporation	05/23/2023	Management	5	Yes	Elect Director Mary Hogan Preusse	For	For	For	For	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	6	Yes	Elect Director Priya Cherian Huskins	For	For	Against	Against	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	7	Yes	Elect Director Gerardo I. Lopez	For	For	For	For	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	8	Yes	Elect Director Michael D. McKee	For	For	Against	Against	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	9	Yes	Elect Director Gregory T. McLaughlin	For	For	Against	Against	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	10	Yes	Elect Director Ronald L. Merriman	For	For	Against	Against	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Realty Income Corporation	05/23/2023	Management	11	Yes	Elect Director Sumit Roy	For	For	Against	Against	Votes AGAINST non-independent nominees Michael McKee, Sumit Roy, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are warranted for lack of a majority independent board. Votes AGAINST Michael McKee, A. Larry Chapman, Priya Huskins, Gregory McLaughlin and Ronald Merriman are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Realty Income Corporation	05/23/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Realty Income Corporation	05/23/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Equity awards are primarily performance-conditioned and performance shares use multi-year performance periods. Additionally, annual incentives were largely based on pre-set financial metrics.
Realty Income Corporation	05/23/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Regal Rexnord Corporation	04/25/2023	Management	1	Yes	Elect Director Jan A. Bertsch	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	2	Yes	Elect Director Stephen M. Burt	For	For	Against	Against	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	3	Yes	Elect Director Anesa T. Chaibi	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	4	Yes	Elect Director Theodore D. Crandall	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	5	Yes	Elect Director Michael P. Doss	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	6	Yes	Elect Director Michael F. Hilton	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	7	Yes	Elect Director Louis V. Pinkham	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	8	Yes	Elect Director Rakesh Sachdev	For	For	Against	Against	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	9	Yes	Elect Director Curtis W. Stoelting	For	For	Against	Against	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regal Rexnord Corporation	04/25/2023	Management	10	Yes	Elect Director Robin A. Walker-Lee	For	For	For	For	Votes AGAINST Rakesh Sachdev, Stephen Burt and Curtis Stoelting are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Regal Rexnord Corporation	04/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Regal Rexnord Corporation	04/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Regal Rexnord Corporation	04/25/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regal Rexnord Corporation	04/25/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Regency Centers Corporation	05/03/2023	Management	1	Yes	Elect Director Martin E. Stein, Jr.	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	2	Yes	Elect Director Bryce Blair	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	3	Yes	Elect Director C. Ronald Blankenship	For	For	Against	Against	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	4	Yes	Elect Director Kristin A. Campbell	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	5	Yes	Elect Director Deirdre J. Evens	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	6	Yes	Elect Director Thomas W. Furphy	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	7	Yes	Elect Director Karin M. Klein	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	8	Yes	Elect Director Peter D. Linneman	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	9	Yes	Elect Director David P. O'Connor	For	For	Against	Against	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	10	Yes	Elect Director Lisa Palmer	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	11	Yes	Elect Director James H. Simmons, III	For	For	For	For	Votes AGAINST C. Ronald Blankenship and David O'Connor are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regency Centers Corporation	05/03/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Regency Centers Corporation	05/03/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Though concerns about the rigor of the long-term incentive program continue, equity awards are majority performance-conditioned with a multi-year performance period and annual incentives are primarily based on a pre-set financial metric.
Regency Centers Corporation	05/03/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	1	Yes	Elect Director Joseph L. Goldstein	For	Against	Against	Against	Votes AGAINST non-independent nominees Christine (Chris) Poon and Joseph Goldstein are warranted for lack of a majority independent board. Votes AGAINST Christine (Chris) Poon and Joseph Goldstein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Christine Poon and Joseph Goldstein are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	2	Yes	Elect Director Christine A. Poon	For	Against	Against	Against	Votes AGAINST non-independent nominees Christine (Chris) Poon and Joseph Goldstein are warranted for lack of a majority independent board. Votes AGAINST Christine (Chris) Poon and Joseph Goldstein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Christine Poon and Joseph Goldstein are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	3	Yes	Elect Director Craig B. Thompson	For	For	For	For	Votes AGAINST non-independent nominees Christine (Chris) Poon and Joseph Goldstein are warranted for lack of a majority independent board. Votes AGAINST Christine (Chris) Poon and Joseph Goldstein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Christine Poon and Joseph Goldstein are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	4	Yes	Elect Director Huda Y. Zoghbi	For	For	For	For	Votes AGAINST non-independent nominees Christine (Chris) Poon and Joseph Goldstein are warranted for lack of a majority independent board. Votes AGAINST Christine (Chris) Poon and Joseph Goldstein are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee members Christine Poon and Joseph Goldstein are warranted given the board's failure to remove or subject to a reasonable sunset requirement the company's dual-class capital structure. A vote FOR the remaining director nominees is warranted.
Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions. Additionally, the company provided an inordinate amount of personal aircraft use and personal/residential security and secure car transportation perquisites to the CEO.

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Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Regeneron Pharmaceuticals, Inc.	06/09/2023	Shareholder	8	Yes	Report on Impact of Extended Patent Exclusivities on Product Access	Against	Against	For	For	A vote FOR this proposal is warranted, because shareholders would benefit from more robust disclosure of the company's processes and oversight mechanisms for managing risks related to anti-competitive practices.
Regions Financial Corporation	04/19/2023	Management	1	Yes	Elect Director Mark A. Crosswhite	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	2	Yes	Elect Director Noopur Davis	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	3	Yes	Elect Director Zhanna Golodryga	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	4	Yes	Elect Director J. Thomas Hill	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	5	Yes	Elect Director John D. Johns	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	6	Yes	Elect Director Joia M. Johnson	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	7	Yes	Elect Director Ruth Ann Marshall	For	For	Against	Against	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	8	Yes	Elect Director Charles D. McCrary	For	For	Against	Against	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	9	Yes	Elect Director James T. Prokopanko	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	10	Yes	Elect Director Lee J. Styslinger, III	For	For	Against	Against	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	11	Yes	Elect Director Jose S. Suquet	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	12	Yes	Elect Director John M. Turner, Jr.	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	13	Yes	Elect Director Timothy Vines	For	For	For	For	Votes AGAINST Charles McCrary, Ruth Ann Marshall and Lee Styslinger III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Regions Financial Corporation	04/19/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Regions Financial Corporation	04/19/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns remain regarding the median performance targets underlying the long-term awards, the majority of pay is conditioned on objective financial performance metrics and CEO pay is reasonably aligned with company performance at this time.
Reinsurance Group of America, Incorporated	05/24/2023	Management	1	Yes	Elect Director Pina Albo	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	2	Yes	Elect Director Tony Cheng	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	3	Yes	Elect Director John J. Gauthier	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	4	Yes	Elect Director Patricia L. Guinn	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	5	Yes	Elect Director Anna Manning	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	6	Yes	Elect Director Hazel M. McNeilage	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	7	Yes	Elect Director George Nichols, III	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	8	Yes	Elect Director Stephen O'Hearn	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	9	Yes	Elect Director Shundrawn Thomas	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	10	Yes	Elect Director Khanh T. Tran	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	11	Yes	Elect Director Steven C. Van Wyk	For	For	For	For	Votes FOR all director nominees are warranted.
Reinsurance Group of America, Incorporated	05/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Reinsurance Group of America, Incorporated	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time.
Reinsurance Group of America, Incorporated	05/24/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reliance Steel & Aluminum Co.	05/17/2023	Management	1	Yes	Elect Director Lisa L. Baldwin	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	2	Yes	Elect Director Karen W. Colonias	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	3	Yes	Elect Director Frank J. Dellaquila	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	4	Yes	Elect Director James D. Hoffman	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	5	Yes	Elect Director Mark V. Kaminski	For	For	Against	Against	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	6	Yes	Elect Director Karla R. Lewis	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	7	Yes	Elect Director Robert A. McEvoy	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Reliance Steel & Aluminum Co.	05/17/2023	Management	8	Yes	Elect Director David W. Seeger	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	9	Yes	Elect Director Douglas W. Stotlar	For	For	For	For	Votes AGAINST Mark Kaminski are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Reliance Steel & Aluminum Co.	05/17/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Reliance Steel & Aluminum Co.	05/17/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reliance Steel & Aluminum Co.	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Reliance Steel & Aluminum Co.	05/17/2023	Shareholder	13	Yes	Require Independent Board Chairman	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
RenaissanceRe Holdings Ltd.	05/09/2023	Management	1	Yes	Elect Director David C. Bushnell	For	For	Against	Against	Votes AGAINST David Bushnell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/09/2023	Management	2	Yes	Elect Director James L. Gibbons	For	For	For	For	Votes AGAINST David Bushnell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/09/2023	Management	3	Yes	Elect Director Shyam Gidumal	For	For	For	For	Votes AGAINST David Bushnell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/09/2023	Management	4	Yes	Elect Director Torsten Jeworrek	For	For	For	For	Votes AGAINST David Bushnell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RenaissanceRe Holdings Ltd.	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided excessive miscellaneous perquisites to the CEO. Additionally, concerns are noted regarding the rigor of the relative performance metrics underlying annual incentive awards, as well as the CEO's relatively large annual incentive award opportunity.
RenaissanceRe Holdings Ltd.	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RenaissanceRe Holdings Ltd.	05/09/2023	Management	7	Yes	Approve PricewaterhouseCoopers Ltd. as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Republic Services, Inc.	05/12/2023	Management	1	Yes	Elect Director Manuel Kadre	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	2	Yes	Elect Director Tomago Collins	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	3	Yes	Elect Director Michael A. Duffy	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Republic Services, Inc.	05/12/2023	Management	4	Yes	Elect Director Thomas W. Handley	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	5	Yes	Elect Director Jennifer M. Kirk	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	6	Yes	Elect Director Michael Larson	For	For	Against	Against	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	7	Yes	Elect Director James P. Snee	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	8	Yes	Elect Director Brian S. Tyler	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	9	Yes	Elect Director Jon Vander Ark	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	10	Yes	Elect Director Sandra M. Volpe	For	For	For	For	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	11	Yes	Elect Director Katharine B. Weymouth	For	For	Against	Against	Votes AGAINST Michael Larson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Katharine Weymouth are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Republic Services, Inc.	05/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned and a majority of both annual cash incentives and long-term equity incentives are tied to objective measures.
Republic Services, Inc.	05/12/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Republic Services, Inc.	05/12/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rexford Industrial Realty, Inc.	06/05/2023	Management	1	Yes	Elect Director Robert L. Antin	For	For	For	For	Votes FOR all director nominees are warranted.
Rexford Industrial Realty, Inc.	06/05/2023	Management	2	Yes	Elect Director Michael S. Frankel	For	For	For	For	Votes FOR all director nominees are warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Rexford Industrial Realty, Inc.	06/05/2023	Management	3	Yes	Elect Director Diana J. Ingram	For	For	For	For	Votes FOR all director nominees are warranted.
Rexford Industrial Realty, Inc.	06/05/2023	Management	4	Yes	Elect Director Angela L. Kleiman	For	For	For	For	Votes FOR all director nominees are warranted.
Rexford Industrial Realty, Inc.	06/05/2023	Management	5	Yes	Elect Director Debra L. Morris	For	For	For	For	Votes FOR all director nominees are warranted.
Rexford Industrial Realty, Inc.	06/05/2023	Management	6	Yes	Elect Director Tyler H. Rose	For	For	For	For	Votes FOR all director nominees are warranted.
Rexford Industrial Realty, Inc.	06/05/2023	Management	7	Yes	Elect Director Howard Schwimmer	For	For	For	For	Votes FOR all director nominees are warranted.
Rexford Industrial Realty, Inc.	06/05/2023	Management	8	Yes	Elect Director Richard Ziman	For	For	For	For	Votes FOR all director nominees are warranted.
Rexford Industrial Realty, Inc.	06/05/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Rexford Industrial Realty, Inc.	06/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are raised, cautionary votes FOR this proposal are warranted.
Reynolds Consumer Products Inc.	04/26/2023	Management	1	Yes	Elect Director Marla Gottschalk	For	For	For	For	WITHHOLD votes for non-independent nominee Lance Mitchell are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Richard Noll for the ack of racial or ethnic diversity on the board. WITHHOLD votes are also warranted for Governance Committee member Richard Noll given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Marla Gottschalk is warranted.
Reynolds Consumer Products Inc.	04/26/2023	Management	2	Yes	Elect Director Lance Mitchell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Lance Mitchell are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Richard Noll for the ack of racial or ethnic diversity on the board. WITHHOLD votes are also warranted for Governance Committee member Richard Noll given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Marla Gottschalk is warranted.
Reynolds Consumer Products Inc.	04/26/2023	Management	3	Yes	Elect Director Richard Noll	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Lance Mitchell are warranted for lack of a majority independent board. WITHHOLD votes are warranted for Nominating Committee member Richard Noll for the ack of racial or ethnic diversity on the board. WITHHOLD votes are also warranted for Governance Committee member Richard Noll given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Marla Gottschalk is warranted.
Reynolds Consumer Products Inc.	04/26/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Reynolds Consumer Products Inc.	04/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	1	Yes	Elect Director Erik Olsson	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	2	Yes	Elect Director Ann Fandozzi	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	3	Yes	Elect Director Brian Bales	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	4	Yes	Elect Director William (Bill) Breslin	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	5	Yes	Elect Director Adam DeWitt	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	6	Yes	Elect Director Robert George Elton	For	For	Against	Against	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	7	Yes	Elect Director Lisa Hook	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	8	Yes	Elect Director Timothy O'Day	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	9	Yes	Elect Director Sarah Raiss	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	10	Yes	Elect Director Michael Sieger	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	11	Yes	Elect Director Jeffrey C. Smith	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	12	Yes	Elect Director Carol M. Stephenson	For	For	For	For	Votes AGAINST Robert Elton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	13	Yes	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	16	Yes	Approve Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	17	Yes	Change Company Name to RB Global, Inc.	For	For	For	For	A vote FOR this proposal is warranted given that it is unlikely that the name change would have a negative financial impact on the company.
Rithm Capital Corp.	05/25/2023	Management	1	Yes	Elect Director David Saltzman	For	For	For	For	A vote FOR David Saltzman is warranted.
Rithm Capital Corp.	05/25/2023	Management	2	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rithm Capital Corp.	05/25/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rithm Capital Corp.	05/25/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rithm Capital Corp.	05/25/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Robert Half International Inc.	05/17/2023	Management	1	Yes	Elect Director Julia L. Coronado	For	For	For	For	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	2	Yes	Elect Director Dirk A. Kempthorne	For	For	For	For	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	3	Yes	Elect Director Harold M. Messmer, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	4	Yes	Elect Director Marc H. Morial	For	For	For	For	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	5	Yes	Elect Director Robert J. Pace	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	6	Yes	Elect Director Frederick A. Richman	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	7	Yes	Elect Director M. Keith Waddell	For	For	Against	Against	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	8	Yes	Elect Director Marnie H. Wilking	For	For	For	For	Votes AGAINST non-independent nominees Harold Messmer Jr., M. Keith Waddell, Frederick Richman and Robert Pace are warranted for lack of a majority independent board. Votes AGAINST Frederick Richman and Robert Pace are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Robert Half International Inc.	05/17/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentive awards are based entirely on pre-set financial goals, and long-term incentives are entirely performance-based.

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Robert Half International Inc.	05/17/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Robert Half International Inc.	05/17/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Robinhood Markets, Inc.	06/20/2023	Management	1	Yes	Elect Director Frances Frei	For	Against	Against	Against	A vote AGAINST director nominees Frances Frei and Meyer (Micky) Malka Rais is warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote AGAINST compensation committee member Frances Frei is warranted due to concerns with respect to the company's executive compensation practices, notably the provision of an inordinate amount of security-related perquisite to the CEO.
Robinhood Markets, Inc.	06/20/2023	Management	2	Yes	Elect Director Meyer Malka	For	Against	Against	Against	A vote AGAINST director nominees Frances Frei and Meyer (Micky) Malka Rais is warranted due to the company's adoption of a dual-class capital structure with unequal voting rights, without subjecting the structure to a reasonable time-based sunset. A vote AGAINST compensation committee member Frances Frei is warranted due to concerns with respect to the company's executive compensation practices, notably the provision of an inordinate amount of security-related perquisite to the CEO.
Robinhood Markets, Inc.	06/20/2023	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Roblox Corporation	05/25/2023	Management	1	Yes	Elect Director David Baszucki	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Baszucki and Gregory (Greg) Baszucki are warranted for lack of a majority independent board. WITHHOLD votes are also warranted for incumbent director nominees David Baszucki and Gregory (Greg) Baszucki given the board's failure to remove, or subject to a reasonable sunset requirement, the dual class capital structure, supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for David Baszucki as his ownership of the supervoting shares provide them with voting power control of the company.
Roblox Corporation	05/25/2023	Management	2	Yes	Elect Director Gregory Baszucki	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees David Baszucki and Gregory (Greg) Baszucki are warranted for lack of a majority independent board. WITHHOLD votes are also warranted for incumbent director nominees David Baszucki and Gregory (Greg) Baszucki given the board's failure to remove, or subject to a reasonable sunset requirement, the dual class capital structure, supermajority vote requirement to enact certain changes to the governing documents, and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for David Baszucki as his ownership of the supervoting shares provide them with voting power control of the company.
Roblox Corporation	05/25/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEOs home/personal security benefits. In addition, the total amount of perquisite compensation reported for the CEO is excessive.
Roblox Corporation	05/25/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Rockwell Automation, Inc.	02/07/2023	Management	1	Yes	Elect Director William P. Gipson	For	For	For	For	A vote FOR the director nominees is warranted given the lack of known issues regarding the nominees at this time.
Rockwell Automation, Inc.	02/07/2023	Management	2	Yes	Elect Director Pam Murphy	For	For	For	For	A vote FOR the director nominees is warranted given the lack of known issues regarding the nominees at this time.

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Rockwell Automation, Inc.	02/07/2023	Management	3	Yes	Elect Director Donald R. Parfet	For	For	For	For	A vote FOR the director nominees is warranted given the lack of known issues regarding the nominees at this time.
Rockwell Automation, Inc.	02/07/2023	Management	4	Yes	Elect Director Robert W. Soderbery	For	For	For	For	A vote FOR the director nominees is warranted given the lack of known issues regarding the nominees at this time.
Rockwell Automation, Inc.	02/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, including a majority of LTI being time-based and significant increase in LTI size, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Rockwell Automation, Inc.	02/07/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Rockwell Automation, Inc.	02/07/2023	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Roku, Inc.	06/08/2023	Management	1	Yes	Elect Director Jeffrey Blackburn	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominees Anthony Wood, Jeffrey (Jeff) Hastings, and Neil Hunt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Anthony Wood as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Jeffrey Blackburn is warranted.
Roku, Inc.	06/08/2023	Management	2	Yes	Elect Director Jeffrey Hastings	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Anthony Wood, Jeffrey (Jeff) Hastings, and Neil Hunt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Anthony Wood as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Jeffrey Blackburn is warranted.
Roku, Inc.	06/08/2023	Management	3	Yes	Elect Director Neil Hunt	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Anthony Wood, Jeffrey (Jeff) Hastings, and Neil Hunt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Anthony Wood as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Jeffrey Blackburn is warranted.
Roku, Inc.	06/08/2023	Management	4	Yes	Elect Director Anthony Wood	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Anthony Wood, Jeffrey (Jeff) Hastings, and Neil Hunt given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights, and for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are further warranted for Anthony Wood as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR Jeffrey Blackburn is warranted.

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Roku, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. After a mid-year review, the compensation committee gave substantial base salary increases to each non-CEO NEO, significantly exceeding base salaries for peer CEOs. In addition to not granting an annual bonus, no portion of the LTI program utilizes pre-set performance criteria either, with equity vesting solely along the passage of time. One NEO also received a substantial sign-on award, with a value multiple times larger than the total median peer CEO pay.
Roku, Inc.	06/08/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Rollins, Inc.	04/25/2023	Management	1	Yes	Elect Director Jerry E. Gahlhoff, Jr.	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Patrick (Pat) Gunning and Gregory Morrison are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Rollins, Inc.	04/25/2023	Management	2	Yes	Elect Director Patrick J. Gunning	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Patrick (Pat) Gunning and Gregory Morrison are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Rollins, Inc.	04/25/2023	Management	3	Yes	Elect Director Gregory B. Morrison	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members Patrick (Pat) Gunning and Gregory Morrison are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Rollins, Inc.	04/25/2023	Management	4	Yes	Elect Director Jerry W. Nix	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Patrick (Pat) Gunning and Gregory Morrison are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Rollins, Inc.	04/25/2023	Management	5	Yes	Elect Director P. Russell Hardin	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members Patrick (Pat) Gunning and Gregory Morrison are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Rollins, Inc.	04/25/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. * The company incurred significant tax gross-ups for the CEO's personal use of aircraft.
Rollins, Inc.	04/25/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Roper Technologies, Inc.	06/13/2023	Management	1	Yes	Elect Director Shellye L. Archambeau	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	2	Yes	Elect Director Amy Woods Brinkley	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	3	Yes	Elect Director Irene M. Esteves	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	4	Yes	Elect Director L. Neil Hunn	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	5	Yes	Elect Director Robert D. Johnson	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Roper Technologies, Inc.	06/13/2023	Management	6	Yes	Elect Director Thomas P. Joyce, Jr.	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	7	Yes	Elect Director Laura G. Thatcher	For	For	For	For	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	8	Yes	Elect Director Richard F. Wallman	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	9	Yes	Elect Director Christopher Wright	For	For	Against	Against	Votes AGAINST Robert Johnson, Richard Wallman and Christopher Wright are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Roper Technologies, Inc.	06/13/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentives were entirely based on pre-set financial metrics, and the majority of equity awards were performance-conditioned and measured over a multi-year performance period.
Roper Technologies, Inc.	06/13/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Roper Technologies, Inc.	06/13/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Roper Technologies, Inc.	06/13/2023	Management	13	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Ross Stores, Inc.	05/17/2023	Management	1	Yes	Elect Director K. Gunnar Bjorklund	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	2	Yes	Elect Director Michael J. Bush	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	3	Yes	Elect Director Edward G. Cannizzaro	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ross Stores, Inc.	05/17/2023	Management	4	Yes	Elect Director Sharon D. Garrett	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	5	Yes	Elect Director Michael J. Hartshorn	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	6	Yes	Elect Director Stephen D. Milligan	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	7	Yes	Elect Director Patricia H. Mueller	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	8	Yes	Elect Director George P. Orban	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	9	Yes	Elect Director Larree M. Renda	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	10	Yes	Elect Director Barbara Rentler	For	For	Against	Against	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ross Stores, Inc.	05/17/2023	Management	11	Yes	Elect Director Doniel N. Sutton	For	For	For	For	Votes AGAINST non-independent nominees George Orban, Barbara Rentler, K. Gunnar (Gunnar) Bjorklund, Michael Bush, Sharon Garrett and Michael Hartshorn are warranted for lack of a majority independent board. Votes AGAINST George Orban, K. Gunnar (Gunnar) Bjorklund, Michael Bush and Sharon Garrett are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ross Stores, Inc.	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance were reasonably aligned for the year in review, and both the annual and long-term incentive plans have returned to the pre-pandemic formula-driven quantitative approach.
Ross Stores, Inc.	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ross Stores, Inc.	05/17/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	1	Yes	Elect Director John F. Brock	For	For	For	For	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	2	Yes	Elect Director Richard D. Fain	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	3	Yes	Elect Director Stephen R. Howe, Jr.	For	For	For	For	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	4	Yes	Elect Director William L. Kimsey	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	5	Yes	Elect Director Michael O. Leavitt	For	For	For	For	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.

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Royal Caribbean Cruises Ltd.	06/01/2023	Management	6	Yes	Elect Director Jason T. Liberty	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	7	Yes	Elect Director Amy McPherson	For	For	For	For	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	8	Yes	Elect Director Maritza G. Montiel	For	For	For	For	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	9	Yes	Elect Director Ann S. Moore	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	10	Yes	Elect Director Eyal M. Ofer	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	11	Yes	Elect Director Vagn O. Sorensen	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	12	Yes	Elect Director Donald Thompson	For	For	For	For	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.

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Royal Caribbean Cruises Ltd.	06/01/2023	Management	13	Yes	Elect Director Arne Alexander Wilhelmsen	For	For	Against	Against	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	14	Yes	Elect Director Rebecca Yeung	For	For	For	For	Votes AGAINST non-independent nominees Richard Fain, Jason Liberty, William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are warranted for lack majority independent board. Votes AGAINST William Kimsey, Ann Moore, Eyal Ofer, Vagn Soerensen and Arne Wilhelmsen are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining directors are warranted.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Royal Caribbean Cruises Ltd.	06/01/2023	Management	17	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Royal Gold, Inc.	05/25/2023	Management	1	Yes	Elect Director Fabiana Chubbs	For	For	For	For	A vote FOR all director nominees is warranted.
Royal Gold, Inc.	05/25/2023	Management	2	Yes	Elect Director Kevin McArthur	For	For	For	For	A vote FOR all director nominees is warranted.
Royal Gold, Inc.	05/25/2023	Management	3	Yes	Elect Director Sybil Veenman	For	For	For	For	A vote FOR all director nominees is warranted.
Royal Gold, Inc.	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Royal Gold, Inc.	05/25/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Royal Gold, Inc.	05/25/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Royal Gold, Inc.	05/25/2023	Management	7	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Royalty Pharma Plc	06/22/2023	Management	1	Yes	Elect Director Pablo Legorreta	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	2	Yes	Elect Director Henry Fernandez	For	Against	Against	Against	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.

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Royalty Pharma Plc	06/22/2023	Management	3	Yes	Elect Director Bonnie Bassler	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	4	Yes	Elect Director Errol De Souza	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	5	Yes	Elect Director Catherine Engelbert	For	Against	Against	Against	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	6	Yes	Elect Director M. Germano Giuliani	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	7	Yes	Elect Director David Hodgson	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	8	Yes	Elect Director Ted Love	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	9	Yes	Elect Director Gregory Norden	For	Against	Against	Against	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.

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Royalty Pharma Plc	06/22/2023	Management	10	Yes	Elect Director Rory Riggs	For	For	For	For	Votes AGAINST Audit Committee members Henry Fernandez, Catherine (Cathy) Engelbert, and Gregory Norden are warranted given concerns about the risk oversight function of the board, in light of the pledging of a significant amount of the company's ordinary shares, and partnership interests convertible into ordinary shares, by directors and executive officers. A vote FOR the remaining director nominees is warranted.
Royalty Pharma Plc	06/22/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company discloses the total pay that each NEO received from the manager, the breakdown of fixed and variable pay, and discloses that the manager uses discretion to determine the value of variable pay.
Royalty Pharma Plc	06/22/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Royalty Pharma Plc	06/22/2023	Management	13	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the Company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Royalty Pharma Plc	06/22/2023	Management	14	Yes	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.
Royalty Pharma Plc	06/22/2023	Management	15	Yes	Ratify Ernst & Young as U.K. Statutory Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Royalty Pharma Plc	06/22/2023	Management	16	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.
RXO, Inc.	05/23/2023	Management	1	Yes	Elect Director Drew Wilkerson	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/23/2023	Management	2	Yes	Elect Director Stephen Renna	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/23/2023	Management	3	Yes	Elect Director Thomas Szlosek	For	For	For	For	A vote FOR all director nominees is warranted.
RXO, Inc.	05/23/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
RXO, Inc.	05/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
RXO, Inc.	05/23/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ryder System, Inc.	05/05/2023	Management	1	Yes	Elect Director Robert J. Eck	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	2	Yes	Elect Director Robert A. Hagemann	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	3	Yes	Elect Director Michael F. Hilton	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	4	Yes	Elect Director Tamara L. Lundgren	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	5	Yes	Elect Director Luis P. Nieto, Jr.	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Ryder System, Inc.	05/05/2023	Management	6	Yes	Elect Director David G. Nord	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	7	Yes	Elect Director Robert E. Sanchez	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	8	Yes	Elect Director Abbie J. Smith	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	9	Yes	Elect Director E. Follin Smith	For	For	Against	Against	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	10	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	11	Yes	Elect Director Charles M. Swoboda	For	For	For	For	Votes AGAINST Robert Eck, Luis (Lou) Nieto Jr., Abbie Smith and E. Follin Smith are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Ryder System, Inc.	05/05/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ryder System, Inc.	05/05/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Ryder System, Inc.	05/05/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ryder System, Inc.	05/05/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Ryder System, Inc.	05/05/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	For	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
S&P Global Inc.	05/03/2023	Management	1	Yes	Elect Director Marco Alvera	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	2	Yes	Elect Director Jacques Esculier	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	3	Yes	Elect Director Gay Huey Evans	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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S&P Global Inc.	05/03/2023	Management	4	Yes	Elect Director William D. Green	For	For	Against	Against	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	5	Yes	Elect Director Stephanie C. Hill	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	6	Yes	Elect Director Rebecca Jacoby	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	7	Yes	Elect Director Robert P. Kelly	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	8	Yes	Elect Director Ian Paul Livingston	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	9	Yes	Elect Director Deborah D. McWhinney	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	10	Yes	Elect Director Maria R. Morris	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	11	Yes	Elect Director Douglas L. Peterson	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	12	Yes	Elect Director Richard E. Thornburgh	For	For	Against	Against	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	13	Yes	Elect Director Gregory Washington	For	For	For	For	Votes AGAINST Richard (Dick) Thornburgh and William (Bill) Green are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
S&P Global Inc.	05/03/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Equity awards were primarily performance-conditioned and used multi-year performance periods and one-time merger awards were entirely performance-conditioned. Additionally, annual incentives were approximately half based on pre-set financial metrics.
S&P Global Inc.	05/03/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
S&P Global Inc.	05/03/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Salesforce, Inc.	06/08/2023	Management	1	Yes	Elect Director Marc Benioff	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	2	Yes	Elect Director Laura Alber	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	3	Yes	Elect Director Craig Conway	For	For	Against	Against	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Salesforce, Inc.	06/08/2023	Management	4	Yes	Elect Director Arnold Donald	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	5	Yes	Elect Director Parker Harris	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	6	Yes	Elect Director Neelie Kroes	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	7	Yes	Elect Director Sachin Mehra	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	8	Yes	Elect Director G. Mason Morfit	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	9	Yes	Elect Director Oscar Munoz	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	10	Yes	Elect Director John V. Roos	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	11	Yes	Elect Director Robin Washington	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	12	Yes	Elect Director Maynard Webb	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	13	Yes	Elect Director Susan Wojcicki	For	For	For	For	Votes AGAINST Craig Conway are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Salesforce, Inc.	06/08/2023	Management	14	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans to exercise awards.
Salesforce, Inc.	06/08/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Salesforce, Inc.	06/08/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of security-related perquisite to the CEO.
Salesforce, Inc.	06/08/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Salesforce, Inc.	06/08/2023	Shareholder	18	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Salesforce, Inc.	06/08/2023	Shareholder	19	Yes	Adopt Policy Prohibiting Directors from Simultaneously Sitting on the Board of Directors of Any Other Company	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given that Salesforce discloses its limitations on directors' outside activities, and there are no concerns with overboarding at Salesforce.
Sarepta Therapeutics, Inc.	06/08/2023	Management	1	Yes	Elect Director Richard J. Barry	For	For	For	For	Votes AGAINST M. Kathleen (Kathy) Behrens Wilsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sarepta Therapeutics, Inc.	06/08/2023	Management	2	Yes	Elect Director M. Kathleen Behrens	For	For	Against	Against	Votes AGAINST M. Kathleen (Kathy) Behrens Wilsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/08/2023	Management	3	Yes	Elect Director Stephen L. Mayo	For	For	For	For	Votes AGAINST M. Kathleen (Kathy) Behrens Wilsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/08/2023	Management	4	Yes	Elect Director Claude Nicaise	For	For	For	For	Votes AGAINST M. Kathleen (Kathy) Behrens Wilsey are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Sarepta Therapeutics, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns surrounding the company's decision to amend the CEO's performance option award, originally granted in 2017 with a five-year performance period, to extend the performance period for an additional three years. The amendment resulted in significant incremental value for the award, and diminished the at-risk nature of the original award by allowing for additional chances to earn the award that otherwise would not have been earned in full. In addition to these concerns, a substantial portion of LTI awards to other NEOs lack performance conditions.
Sarepta Therapeutics, Inc.	06/08/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Sarepta Therapeutics, Inc.	06/08/2023	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Sarepta Therapeutics, Inc.	06/08/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sarepta Therapeutics, Inc.	06/08/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SBA Communications Corporation	05/25/2023	Management	1	Yes	Elect Director Steven E. Bernstein	For	For	Against	Against	Votes AGAINST non-independent nominee Steven Bernstein are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
SBA Communications Corporation	05/25/2023	Management	2	Yes	Elect Director Laurie Bowen	For	For	For	For	Votes AGAINST non-independent nominee Steven Bernstein are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
SBA Communications Corporation	05/25/2023	Management	3	Yes	Elect Director Amy E. Wilson	For	For	For	For	Votes AGAINST non-independent nominee Steven Bernstein are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
SBA Communications Corporation	05/25/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SBA Communications Corporation	05/25/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based with long-term awards utilizing multi-year performance periods. However, some concerns remain related to the degree of subjectivity applied in the annual incentives, as well as the median target and lack of payout cap for negative TSR results in the TSR PSUs.
SBA Communications Corporation	05/25/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Schlumberger N.V.	04/05/2023	Management	1	Yes	Elect Director Peter Coleman	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	2	Yes	Elect Director Patrick de La Chevardiére	For	For	For	For	A vote FOR the director nominees is warranted.

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Schlumberger N.V.	04/05/2023	Management	3	Yes	Elect Director Miguel Galuccio	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	4	Yes	Elect Director Olivier Le Peuch	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	5	Yes	Elect Director Samuel Leupold	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	6	Yes	Elect Director Tatiana Mitrova	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	7	Yes	Elect Director Maria Moraeus Hanssen	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	8	Yes	Elect Director Vanitha Narayanan	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	9	Yes	Elect Director Mark Papa	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	10	Yes	Elect Director Jeff Sheets	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	11	Yes	Elect Director Ulrich Spiesshofer	For	For	For	For	A vote FOR the director nominees is warranted.
Schlumberger N.V.	04/05/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Schlumberger N.V.	04/05/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance were reasonably aligned for the year in review.
Schlumberger N.V.	04/05/2023	Management	14	Yes	Adopt and Approve Financials and Dividends	For	For	For	For	In the absence of any concerns over the company's financial statements, a vote FOR this proposal is warranted.
Schlumberger N.V.	04/05/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/24/2023	Management	1	Yes	Elect Director Jyoti Chopra	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	2	Yes	Elect Director James R. Giertz	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Schneider National, Inc.	04/24/2023	Management	3	Yes	Elect Director Robert W. Grubbs	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	4	Yes	Elect Director Robert M. Knight, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	5	Yes	Elect Director Therese A. Koller	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.

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Schneider National, Inc.	04/24/2023	Management	6	Yes	Elect Director Mark B. Rourke	For	For	For	For	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	7	Yes	Elect Director John A. Swainson	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	8	Yes	Elect Director James L. Welch	For	For	For	For	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.

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Schneider National, Inc.	04/24/2023	Management	9	Yes	Elect Director Kathleen M. Zimmermann	For	Withhold	Withhold	Withhold	WITHHOLD votes for Robert Grubbs and Therese Koller are warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for Governance Committee Chair John Swainson given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Governance Committee members Jyoti Chopra, James Giertz, Robert Grubbs, Robert (Rob) Knight Jr., Therese Koller, and John Swainson given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. WITHHOLD votes are warranted for Therese Koller and Kathleen Zimmermann as their ownership of the supervoting shares through the Schneider Voting Trust provide them with voting power control of the company. A vote FOR remaining nominees are warranted.
Schneider National, Inc.	04/24/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Schneider National, Inc.	04/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Science Applications International Corporation	06/07/2023	Management	1	Yes	Elect Director Garth N. Graham	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	2	Yes	Elect Director Carolyn B. Handlon	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	3	Yes	Elect Director Yvette M. Kanouff	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	4	Yes	Elect Director Nazzic S. Keene	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	5	Yes	Elect Director Timothy J. Mayopoulos	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	6	Yes	Elect Director Katharina G. McFarland	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	7	Yes	Elect Director Milford W. McGuirt	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	8	Yes	Elect Director Donna S. Morea	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	9	Yes	Elect Director James C. Reagan	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	10	Yes	Elect Director Steven R. Shane	For	For	For	For	A vote FOR all director nominees is warranted.
Science Applications International Corporation	06/07/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Science Applications International Corporation	06/07/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Science Applications International Corporation	06/07/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Science Applications International Corporation	06/07/2023	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

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Seaboard Corporation	04/24/2023	Management	1	Yes	Elect Director Ellen S. Bresky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	2	Yes	Elect Director David A. Adamsen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	3	Yes	Elect Director Douglas W. Baena	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	4	Yes	Elect Director Paul M. Squires	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	5	Yes	Elect Director Frances B. Shifman	For	For	For	For	WITHHOLD votes for non-independent nominees Ellen Bresky, Douglas Baena, David Adamsen, and Paul Squires are warranted for lack of a majority independent board and due to the company's lack of formal compensation and nominating committees. WITHHOLD votes for Douglas Baena and David Adamsen are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for board chair Ellen Bresky are further warranted for failing to establish racial/ethnic diversity on the board. A vote FOR Frances B. Shifman is warranted.
Seaboard Corporation	04/24/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions.
Seaboard Corporation	04/24/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Seaboard Corporation	04/24/2023	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seagen Inc.	05/30/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The board conducted a reasonable sale process, the offer represents a premium to the company's all-time high, the cash consideration provides liquidity and certainty of value, and there appears to be downside risk of non-approval given the stock's outperformance since the unaffected date.
Seagen Inc.	05/30/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, certain outstanding equity awards will accelerate vesting upon the merger and recent agreements provide for the payment of excise tax gross-ups to certain NEOs. In addition, even though the former CEO's employment with the company ended in May 2022, he is eligible for certain change-in-control severance benefits.
Seagen Inc.	05/31/2023	Management	1	Yes	Elect Director David W. Gryska	For	For	Against	Against	Votes AGAINST non-independent nominee David Gryska are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST John Orwin are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Compensation Committee member John Orwin are further warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Alpha H. Seth is warranted.
Seagen Inc.	05/31/2023	Management	2	Yes	Elect Director John A. Orwin	For	For	Against	Against	Votes AGAINST non-independent nominee David Gryska are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST John Orwin are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Compensation Committee member John Orwin are further warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Alpha H. Seth is warranted.
Seagen Inc.	05/31/2023	Management	3	Yes	Elect Director Alpha H. Seth	For	For	For	For	Votes AGAINST non-independent nominee David Gryska are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. Votes AGAINST John Orwin are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST Compensation Committee member John Orwin are further warranted as the board approved a new agreement in the past year that contains an excise tax gross-up provision. A vote FOR Alpha H. Seth is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Seagen Inc.	05/31/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised surrounding the new CEO's one-time awards valued by the company at over \$57 million. While half of the awards are performance based and require stock price outperformance, the remaining half is entirely time-based. Although the company discloses that these awards were designed to offset forfeited equity, it did not disclose which portion was considered make whole. In addition, NEO Dansey also received a large one-time performance option award, which, when combined with his annual and long-term awards, resulted in outsized total pay that is more than two times that of the company median peer CEO pay. In addition, concerns are raised surrounding the annual LTI for other NEOs, which is majority time based. Further concerns are identified surrounding a separation arrangement that will allow the former CEO, who was terminated without cause in May 2022, to receive certain CIC benefits if a merger closes by the end of 2023. Also problematic, the company entered into agreements with CEO Epstein and NEO Dansey that will provide excise tax gross-up payments in connection with the recently announced merger.
Seagen Inc.	05/31/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Seagen Inc.	05/31/2023	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Seagen Inc.	05/31/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sealed Air Corporation	05/18/2023	Management	1	Yes	Elect Director Elizabeth M. Adefioye	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	2	Yes	Elect Director Zubaid Ahmad	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	3	Yes	Elect Director Kevin C. Berryman	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	4	Yes	Elect Director Francoise Colpron	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	5	Yes	Elect Director Edward L. Doheny, II	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	6	Yes	Elect Director Clay M. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	7	Yes	Elect Director Henry R. Keizer	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	8	Yes	Elect Director Harry A. Lawton, III	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	9	Yes	Elect Director Suzanne B. Rowland	For	For	For	For	A vote FOR all director nominees is warranted.
Sealed Air Corporation	05/18/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Sealed Air Corporation	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives continued to be based entirely on pre-set objective measures, and a majority of the annual LTI is performance-contingent based on multi-year goals.
Sealed Air Corporation	05/18/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SEI Investments Company	05/31/2023	Management	1	Yes	Elect Director Ryan P. Hicke	For	For	Against	Against	Votes AGAINST non-independent nominees Ryan Hicke and Kathryn McCarthy are warranted for lack of a majority independent board. Votes AGAINST Kathryn McCarthy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee member Kathryn McCarthy are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.

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SEI Investments Company	05/31/2023	Management	2	Yes	Elect Director Kathryn M. McCarthy	For	For	Against	Against	Votes AGAINST non-independent nominees Ryan Hicke and Kathryn McCarthy are warranted for lack of a majority independent board. Votes AGAINST Kathryn McCarthy are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST audit committee member Kathryn McCarthy are further warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders.
SEI Investments Company	05/31/2023	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The company made a significant severance payment to a NEO following his separation from the company, which does not appear to be a qualifying termination.
SEI Investments Company	05/31/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SEI Investments Company	05/31/2023	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sempra Energy	05/12/2023	Management	1	Yes	Elect Director Andres Conesa	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	2	Yes	Elect Director Pablo A. Ferrero	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	3	Yes	Elect Director Jeffrey W. Martin	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	4	Yes	Elect Director Bethany J. Mayer	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	5	Yes	Elect Director Michael N. Mears	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	6	Yes	Elect Director Jack T. Taylor	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	7	Yes	Elect Director Cynthia L. Walker	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	8	Yes	Elect Director Cynthia J. Warner	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	9	Yes	Elect Director James C. Yardley	For	For	For	For	A vote FOR the director nominees is warranted.
Sempra Energy	05/12/2023	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sempra Energy	05/12/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and automobile-related perquisites to the CEO.
Sempra Energy	05/12/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sempra Energy	05/12/2023	Management	13	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted because the size of the proposed increase is reasonable and there are no substantial concerns about the company's past use of shares.
Sempra Energy	05/12/2023	Management	14	Yes	Change Company Name to Sempra	For	For	For	For	A vote FOR this proposal is warranted. There is little danger that the company's performance would suffer due to the name change as there will be no loss of name recognition and the board's rationale for the name change appear reasonable.
Sempra Energy	05/12/2023	Management	15	Yes	Amend Articles of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. The proposed amendments are primarily administrative in nature and will have no material impact on the rights or abilities of shareholders
Sempra Energy	05/12/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.

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Sensata Technologies Holding Plc	05/25/2023	Management	1	Yes	Elect Director Andrew C. Teich	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	2	Yes	Elect Director Jeffrey J. Cote	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	3	Yes	Elect Director John P. Absmeier	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	4	Yes	Elect Director Daniel L. Black	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	5	Yes	Elect Director Lorraine A. Bolsinger	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	6	Yes	Elect Director Constance E. Skidmore	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	7	Yes	Elect Director Steven A. Sonnenberg	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	8	Yes	Elect Director Martha N. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	9	Yes	Elect Director Stephen M. Zide	For	For	For	For	A vote FOR all director nominees is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based on pre-set objective goals. In addition, long-term incentives are primarily performance-based and utilize multi-year performance periods.
Sensata Technologies Holding Plc	05/25/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	12	Yes	Approve Director Compensation Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on pay analysis. Accordingly, a vote FOR is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as U.K. Statutory Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	14	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this resolution is warranted because no significant concerns have been identified.
Sensata Technologies Holding Plc	05/25/2023	Management	15	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the company's routine submission of the directors' report and financial statements is warranted because no significant concerns have been identified.
Sensata Technologies Holding Plc	05/25/2023	Management	16	Yes	Authorize Directed Share Repurchase Program	For	For	For	For	A vote FOR this item is warranted because the size of the requested authority is capped at a reasonable limit.
Sensata Technologies Holding Plc	05/25/2023	Management	17	Yes	Authorize Issue of Equity	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Sensata Technologies Holding Plc	05/25/2023	Management	18	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	Against	Against	A vote AGAINST these proposals is warranted as the proposed share issuance mandate is considered excessive.
Sensata Technologies Holding Plc	05/25/2023	Management	19	Yes	Authorize the Board of Directors to Allot Shares Under the Equity Incentive Plans	For	For	For	For	A vote FOR these resolutions is warranted as these relate to the operation of the company's equity incentive plans for which support is considered warranted.
Sensata Technologies Holding Plc	05/25/2023	Management	20	Yes	Authorize the Board of Directors to Allot Shares Under the Equity Incentive Plans without Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted as these relate to the operation of the company's equity incentive plans for which support is considered warranted.
ServiceNow, Inc.	06/01/2023	Management	1	Yes	Elect Director Susan L. Bostrom	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ServiceNow, Inc.	06/01/2023	Management	2	Yes	Elect Director Teresa Briggs	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	3	Yes	Elect Director Jonathan C. Chadwick	For	For	Against	Against	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	4	Yes	Elect Director Paul E. Chamberlain	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	5	Yes	Elect Director Lawrence J. Jackson, Jr.	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	6	Yes	Elect Director Frederic B. Luddy	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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ServiceNow, Inc.	06/01/2023	Management	7	Yes	Elect Director William R. McDermott	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	8	Yes	Elect Director Jeffrey A. Miller	For	For	Against	Against	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	9	Yes	Elect Director Joseph 'Larry' Quinlan	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	10	Yes	Elect Director Anita M. Sands	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
ServiceNow, Inc.	06/01/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following a failed say-on-pay vote last year, the committee has demonstrated only a limited degree of responsiveness by responding to a primary shareholder concern regarding one-time awards, but the committee did not make meaningful structural improvements to the regular pay program to address shareholders' secondary feedback points. It is positive that the STIP was based primarily on financial metrics and the goals utilized were reasonable, even after a mid-year goal modification. However, there are continuing pay structure concerns that underscore a pay-for-performance misalignment. Specifically, the LTIP continues to utilize one-year measurement periods for primary metrics, with significant overlap to a STI metric and goal, and the CEO's LTI awards are relatively large in the year following a mega award. In light of these concerns, a vote AGAINST this proposal is warranted.
ServiceNow, Inc.	06/01/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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ServiceNow, Inc.	06/01/2023	Management	13	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards.
ServiceNow, Inc.	06/01/2023	Management	14	Yes	Elect Director Deborah Black	For	For	For	For	Cautionary votes "FOR" compensation committee member Susan (Sue) Bostrom, as well as additional concern for compensation committee member Jeffrey Miller, are warranted as the committee demonstrated a degree of responsiveness to last year's failed say-on-pay vote, but its responsiveness could have been more robust. Votes AGAINST Jeffrey Miller are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jonathan Chadwick are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Silgan Holdings, Inc.	05/30/2023	Management	1	Yes	Elect Director Leigh J. Abramson	For	For	For	For	A vote FOR all director nominees is warranted.
Silgan Holdings, Inc.	05/30/2023	Management	2	Yes	Elect Director Robert B. Lewis	For	For	For	For	A vote FOR all director nominees is warranted.
Silgan Holdings, Inc.	05/30/2023	Management	3	Yes	Elect Director Niharika Ramdev	For	For	For	For	A vote FOR all director nominees is warranted.
Silgan Holdings, Inc.	05/30/2023	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Silgan Holdings, Inc.	05/30/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Silgan Holdings, Inc.	05/30/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Silgan Holdings, Inc.	05/30/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Simon Property Group, Inc.	05/04/2023	Management	1	Yes	Elect Director Glyn F. Aeppel	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aeppel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/04/2023	Management	2	Yes	Elect Director Larry C. Glasscock	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aeppel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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Simon Property Group, Inc.	05/04/2023	Management	3	Yes	Elect Director Allan Hubbard	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/04/2023	Management	4	Yes	Elect Director Reuben S. Leibowitz	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/04/2023	Management	5	Yes	Elect Director Randall J. Lewis	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/04/2023	Management	6	Yes	Elect Director Gary M. Rodkin	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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Simon Property Group, Inc.	05/04/2023	Management	7	Yes	Elect Director Peggy Fang Roe	For	Against	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/04/2023	Management	8	Yes	Elect Director Stefan M. Selig	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/04/2023	Management	9	Yes	Elect Director Daniel C. Smith	For	For	Against	Against	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.
Simon Property Group, Inc.	05/04/2023	Management	10	Yes	Elect Director Marta R. Stewart	For	For	For	For	Votes AGAINST non-independent nominees Larry Glasscock, Allan Hubbard, Reuben Leibowitz and Daniel Smith are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST compensation committee chair Reuben Leibowitz are warranted for poor stewardship of the executive pay program demonstrated by an egregious pay action. Votes AGAINST governance committee members, which includes Larry Glasscock, Glyn Aepfel, Allan Hubbard, Gary Rodkin, and Fang (Peggy) Roe, are warranted due to the company maintaining a multi-class share structure with disparate director election rights, which is not subject to reasonable time-based sunset. A vote FOR the remaining director nominees is warranted.

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Simon Property Group, Inc.	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under review and mitigating factors could not be identified. The sharp increase in CEO pay was driven by a sizable, off-cycle discretionary cash bonus that lacks any performance- or time-vesting criteria. The structure of this sizable cash award is contrary to a pay-for-performance philosophy and the proxy lacks clear disclosure of the committee's rationale for the structure and magnitude of the award. Additionally, although the STI pool funding is tied to pre-set targets and a majority of LTIs are tied to performance goals, the proxy lacks disclosure of how performance translates into bonus pool funding levels, actual STI payouts are ultimately discretionary, and the proxy does not disclose forward-looking LTI goals.
Simon Property Group, Inc.	05/04/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Simon Property Group, Inc.	05/04/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Six Flags Entertainment Corporation	05/10/2023	Management	1	Yes	Elect Director Ben Baldanza	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corporation	05/10/2023	Management	2	Yes	Elect Director Selim Bassoul	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corporation	05/10/2023	Management	3	Yes	Elect Director Esi Eggleston Bracey	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corporation	05/10/2023	Management	4	Yes	Elect Director Chieh Huang	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corporation	05/10/2023	Management	5	Yes	Elect Director Enrique Ramirez Mena	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corporation	05/10/2023	Management	6	Yes	Elect Director Arik Ruchim	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corporation	05/10/2023	Management	7	Yes	Elect Director Marilyn Spiegel	For	For	For	For	A vote FOR all director nominees is warranted.
Six Flags Entertainment Corporation	05/10/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While there are some disclosure concerns under both incentive programs, annual incentives were primarily determined by pre-set objective metrics and below-target payouts generally aligned with the company's financial performance. While the use of front-loaded awards raises some concern, PSUs are measured over (and intended to cover) a three-year performance period. And although payout opportunities are high, performance goals appear rigorous, and the annualized amount of the awards somewhat mitigates concerns regarding opportunities. Nevertheless, close continued monitoring of future grants is warranted given the somewhat vague commitment to not grant additional awards during the performance period.
Six Flags Entertainment Corporation	05/10/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Six Flags Entertainment Corporation	05/10/2023	Management	10	Yes	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Six Flags Entertainment Corporation	05/10/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Skechers U.S.A., Inc.	06/12/2023	Management	1	Yes	Elect Director Katherine Blair	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Siskind are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee member Richard Siskind are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Governance Committee members Katherine Blair and Yolanda Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights.
Skechers U.S.A., Inc.	06/12/2023	Management	2	Yes	Elect Director Yolanda Macias	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Siskind are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee member Richard Siskind are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Governance Committee members Katherine Blair and Yolanda Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights.
Skechers U.S.A., Inc.	06/12/2023	Management	3	Yes	Elect Director Richard Siskind	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Richard Siskind are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee member Richard Siskind are further warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for Governance Committee members Katherine Blair and Yolanda Macias are warranted given the board's failure to remove, or subject to a sunset requirement, the multi-class capital structure which adversely impacts shareholder rights.
Skechers U.S.A., Inc.	06/12/2023	Management	4	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	Against	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. In addition, the company is controlled and the board which will decide on the company's response to any shareholder litigation has a poor track record on corporate governance.
Skechers U.S.A., Inc.	06/12/2023	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Skechers U.S.A., Inc.	06/12/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO receives an outsized salary, and three executives including the CEO received significant perks and associated tax gross ups. Although annual incentives are based on a financial metric, all executives are eligible to receive potentially significant awards, a concern underscored by the CEO's FY22 award of an amount more than four times the median. Moreover, although long-term incentives are half performance-based, half of PRSUs are earned based on annual performance periods, and relative TSR PSUs target merely median performance with no disclosed payout cap for negative absolute TSR.
Skechers U.S.A., Inc.	06/12/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Skechers U.S.A., Inc.	06/12/2023	Shareholder	8	Yes	Report on Plans to Reduce Full Value Chain GHG Emissions Aligned with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Skyworks Solutions, Inc.	05/10/2023	Management	1	Yes	Elect Director Alan S. Batey	For	For	For	For	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	2	Yes	Elect Director Kevin L. Beebe	For	For	Against	Against	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	3	Yes	Elect Director Liam K. Griffin	For	For	For	For	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	4	Yes	Elect Director Eric J. Guerin	For	For	For	For	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	5	Yes	Elect Director Christine King	For	For	For	For	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	6	Yes	Elect Director Suzanne E. McBride	For	For	For	For	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	7	Yes	Elect Director David P. McGlade	For	For	Against	Against	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	8	Yes	Elect Director Robert A. Schriesheim	For	For	Against	Against	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	9	Yes	Elect Director Maryann Turcke	For	For	For	For	Votes AGAINST Kevin Beebe, David (Dave) McGlade and Robert Schriesheim are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Skyworks Solutions, Inc.	05/10/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Skyworks Solutions, Inc.	05/10/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus program was entirely based on pre-set financial metrics with clear disclosure of payout formula and performance targets, while target goals appear rigorous. In addition, the LTI program was majority performance based, with a significant majority of the performance equity grant utilizing a multi-year performance period. While relative metrics target above median performance in order to vest, continued monitoring of the relative TSR metric payout is warranted, as the proxy does not disclose a cap on vesting if absolute TSR is negative over the performance period. The annual equity grant also has the potential for a relatively high payout if the maximum goal is achieved.
Skyworks Solutions, Inc.	05/10/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Skyworks Solutions, Inc.	05/10/2023	Management	13	Yes	Amend Certificate of Incorporation to Allow Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Skyworks Solutions, Inc.	05/10/2023	Shareholder	14	Yes	Adopt Simple Majority Vote	None	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirements would enhance shareholder rights.
SLM Corporation	06/20/2023	Management	1	Yes	Elect Director R. Scott Blackley	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	2	Yes	Elect Director Paul G. Child	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	3	Yes	Elect Director Mary Carter Warren Franke	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	4	Yes	Elect Director Marianne M. Keler	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	5	Yes	Elect Director Mark L. Lavelle	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	6	Yes	Elect Director Ted Manvitz	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	7	Yes	Elect Director Jim Matheson	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	8	Yes	Elect Director Samuel T. Ramsey	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	9	Yes	Elect Director Vivian C. Schneck-Last	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	10	Yes	Elect Director Robert S. Strong	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	11	Yes	Elect Director Jonathan W. Witter	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	12	Yes	Elect Director Kirsten O. Wolberg	For	For	For	For	Votes FOR all directors are warranted.
SLM Corporation	06/20/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
SLM Corporation	06/20/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SLM Corporation	06/20/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Smartsheet Inc.	06/16/2023	Management	1	Yes	Elect Director Geoffrey T. Barker	For	For	For	For	WITHHOLD votes are warranted for Matthew (Matt) McIlwain for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member James White given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Geoffrey T. Barker is warranted.
Smartsheet Inc.	06/16/2023	Management	2	Yes	Elect Director Matthew McIlwain	For	For	Withhold	Withhold	WITHHOLD votes are warranted for Matthew (Matt) McIlwain for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member James White given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Geoffrey T. Barker is warranted.
Smartsheet Inc.	06/16/2023	Management	3	Yes	Elect Director James N. White	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Matthew (Matt) McIlwain for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee member James White given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Geoffrey T. Barker is warranted.
Smartsheet Inc.	06/16/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Smartsheet Inc.	06/16/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal.
Snap-on Incorporated	04/27/2023	Management	1	Yes	Elect Director David C. Adams	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	2	Yes	Elect Director Karen L. Daniel	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	3	Yes	Elect Director Ruth Ann M. Gillis	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	4	Yes	Elect Director James P. Holden	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	5	Yes	Elect Director Nathan J. Jones	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	6	Yes	Elect Director Henry W. Knueppel	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Snap-on Incorporated	04/27/2023	Management	7	Yes	Elect Director W. Dudley Lehman	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	8	Yes	Elect Director Nicholas T. Pinchuk	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	9	Yes	Elect Director Gregg M. Sherrill	For	For	Against	Against	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	10	Yes	Elect Director Donald J. Stebbins	For	For	For	For	Votes AGAINST non-independent nominees Nicholas Pinchuk, James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are warranted for lack of a majority independent board. Votes AGAINST James Holden, Karen Daniel, Nathan Jones, Henry Knueppel, W. Dudley Lehman and Gregg Sherrill are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Snap-on Incorporated	04/27/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Snap-on Incorporated	04/27/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern remains regarding the significant weighting given to subjective metrics in the annual incentive program, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Snap-on Incorporated	04/27/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SoFi Technologies, Inc.	06/14/2023	Management	1	Yes	Elect Director Ahmed Al-Hammadi	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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SoFi Technologies, Inc.	06/14/2023	Management	2	Yes	Elect Director Ruzwana Bashir	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	3	Yes	Elect Director Michael Bingle	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	4	Yes	Elect Director Richard Costolo	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	5	Yes	Elect Director Steven Freiberg	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	6	Yes	Elect Director John Hele	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	7	Yes	Elect Director Tom Hutton	For	For	Withhold	Withhold	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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SoFi Technologies, Inc.	06/14/2023	Management	8	Yes	Elect Director Clara Liang	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	9	Yes	Elect Director Anthony Noto	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	10	Yes	Elect Director Harvey Schwartz	For	For	For	For	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	11	Yes	Elect Director Magdalena Yesil	For	Withhold	Withhold	Withhold	WITHHOLD votes for George Thompson (Tom) Hutton are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Governance Committee chair Magdalena Yesil given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
SoFi Technologies, Inc.	06/14/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * An NEO received an excessive new hire equity award that is purely time-vesting. * The company provided the CEO with an excessive personal/home security perquisite.
SoFi Technologies, Inc.	06/14/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
SoFi Technologies, Inc.	06/14/2023	Management	14	Yes	Approve Reverse Stock Split	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the number of authorized shares of common stock, non-voting common stock, and preferred stock would be proportionately reduced, the number of authorized shares of redeemable preferred stock would remain unchanged, resulting in an excessive effective increase in such authorization upon the effectiveness of the reverse split.
Sonoco Products Company	04/19/2023	Management	1	Yes	Elect Director Steven L. Boyd	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	2	Yes	Elect Director R. Howard Coker	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	3	Yes	Elect Director Pamela L. Davies	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sonoco Products Company	04/19/2023	Management	4	Yes	Elect Director Theresa J. Drew	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	5	Yes	Elect Director Philippe Guillemot	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	6	Yes	Elect Director John R. Haley	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	7	Yes	Elect Director Robert R. Hill, Jr.	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	8	Yes	Elect Director Eleni Istavridis	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	9	Yes	Elect Director Richard G. Kyle	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	10	Yes	Elect Director Blythe J. McGarvie	For	For	For	For	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	11	Yes	Elect Director Thomas E. Whiddon	For	For	Against	Against	Votes AGAINST Pamela Davies and Thomas Whiddon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sonoco Products Company	04/19/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sonoco Products Company	04/19/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sonoco Products Company	04/19/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sonoco Products Company	04/19/2023	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right would remain small.
Sotera Health Company	05/25/2023	Management	1	Yes	Elect Director Sean L. Cunningham	For	Against	Against	Against	Votes AGAINST non-independent nominees Sean Cunningham and Robert Knauss are warranted for lack of a majority independent board. Votes AGAINST Sean Cunningham are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Sean Cunningham are further warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Vincent K. Petrella is warranted.

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Sotera Health Company	05/25/2023	Management	2	Yes	Elect Director Robert B. Knauss	For	Against	Against	Against	Votes AGAINST non-independent nominees Sean Cunningham and Robert Knauss are warranted for lack of a majority independent board. Votes AGAINST Sean Cunningham are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Sean Cunningham are further warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Vincent K. Petrella is warranted.
Sotera Health Company	05/25/2023	Management	3	Yes	Elect Director Vincent K. Petrella	For	For	For	For	Votes AGAINST non-independent nominees Sean Cunningham and Robert Knauss are warranted for lack of a majority independent board. Votes AGAINST Sean Cunningham are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee member Sean Cunningham are further warranted for failing to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR Vincent K. Petrella is warranted.
Sotera Health Company	05/25/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were primarily determined by a pre-set financial metric, significant concerns are noted as equity awards were entirely time-vesting, including the relatively large one-time retention awards. Shareholders generally expect one-time awards to be contingent on rigorous performance-vesting conditions, particularly when considering the total value of the CEO's equity awards.
Sotera Health Company	05/25/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Southwest Airlines Co.	05/17/2023	Management	1	Yes	Elect Director David W. Biegler	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	2	Yes	Elect Director J. Veronica Biggins	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	3	Yes	Elect Director Douglas H. Brooks	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwest Airlines Co.	05/17/2023	Management	4	Yes	Elect Director Eduardo F. Conrado	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	5	Yes	Elect Director William H. Cunningham	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	6	Yes	Elect Director Thomas W. Gilligan	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	7	Yes	Elect Director David P. Hess	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	8	Yes	Elect Director Robert E. Jordan	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	9	Yes	Elect Director Gary C. Kelly	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwest Airlines Co.	05/17/2023	Management	10	Yes	Elect Director Elaine Mendoza	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	11	Yes	Elect Director John T. Montford	For	For	Against	Against	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	12	Yes	Elect Director Christopher P. Reynolds	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	13	Yes	Elect Director Ron Ricks	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	14	Yes	Elect Director Jill A. Soltau	For	For	For	For	Votes AGAINST non-independent nominees Gary Kelly, Robert (Bob) Jordan, William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are warranted for lack of a majority independent board. Votes AGAINST William Cunningham, David Biegler, J. Veronica Biggins, Douglas (Doug) Brooks, and John Montford are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwest Airlines Co.	05/17/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based primarily on objective financial performance metrics and half of the long-term incentive awards are conditioned on clearly disclosed long-term financial performance goals.
Southwest Airlines Co.	05/17/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Southwest Airlines Co.	05/17/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwest Airlines Co.	05/17/2023	Shareholder	18	Yes	Adopt Majority Vote Cast to Remove Directors With or Without Cause	Against	For	For	For	A vote FOR this proposal is warranted as the ability to remove directors with or without cause would enhance shareholder rights.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwest Airlines Co.	05/17/2023	Shareholder	19	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Southwestern Energy Company	05/18/2023	Management	1	Yes	Elect Director John D. Gass	For	For	For	For	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	2	Yes	Elect Director S.P. "Chip" Johnson, IV	For	For	For	For	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	3	Yes	Elect Director Catherine A. Kehr	For	For	Against	Against	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	4	Yes	Elect Director Greg D. Kerley	For	For	Against	Against	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	5	Yes	Elect Director Jon A. Marshall	For	For	For	For	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	6	Yes	Elect Director Patrick M. Prevost	For	For	For	For	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	7	Yes	Elect Director Anne Taylor	For	For	For	For	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	8	Yes	Elect Director Denis J. Walsh, III	For	For	For	For	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	9	Yes	Elect Director William J. Way	For	For	For	For	Votes AGAINST Catherine Kehr and Greg Kerley are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Southwestern Energy Company	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Southwestern Energy Company	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Southwestern Energy Company	05/18/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Southwestern Energy Company	05/18/2023	Management	13	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting to 20%	For	For	For	For	A vote FOR this proposal is warranted. Amending the certificate to reduce the ownership threshold for shareholders to call a special meeting from 25 percent to 20 percent would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Southwestern Energy Company	05/18/2023	Management	14	Yes	Amend Certificate of Incorporation to Provide for Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Southwestern Energy Company	05/18/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Spirit Realty Capital, Inc.	05/03/2023	Management	1	Yes	Elect Director Kevin M. Charlton	For	For	Against	Against	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	2	Yes	Elect Director Elizabeth F. Frank	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	3	Yes	Elect Director Michelle M. Frymire	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	4	Yes	Elect Director Kristian M. Gathright	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	5	Yes	Elect Director Richard I. Gilchrist	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	6	Yes	Elect Director Jackson Hsieh	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	7	Yes	Elect Director Diana M. Laing	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	8	Yes	Elect Director Nicholas P. Shepherd	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	9	Yes	Elect Director Thomas J. Sullivan	For	For	For	For	Votes AGAINST Kevin Charlton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Spirit Realty Capital, Inc.	05/03/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spirit Realty Capital, Inc.	05/03/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Splunk Inc.	06/21/2023	Management	1	Yes	Elect Director Patricia Morrison	For	For	For	For	A vote FOR all director nominees is warranted.
Splunk Inc.	06/21/2023	Management	2	Yes	Elect Director David Tunnell	For	For	For	For	A vote FOR all director nominees is warranted.
Splunk Inc.	06/21/2023	Management	3	Yes	Elect Director Dennis L. Via	For	For	For	For	A vote FOR all director nominees is warranted.
Splunk Inc.	06/21/2023	Management	4	Yes	Elect Director Luis Visoso	For	For	For	For	A vote FOR all director nominees is warranted.
Splunk Inc.	06/21/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Splunk Inc.	06/21/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The compensation committee was adequately responsive to last year's low say-on-pay vote result. Further, the STI program was based on pre-set objective measures and paid out below target, which was in line with recent company performance. The LTI program was majority based on performance equity with multi-year performance periods with rigorous forward-looking goals disclosed. However, the company allowed a former NEO to retain a sizeable cash bonus they would have been contractually obligated to pay back upon a voluntary resignation. Such an enhancement is considered a problematic pay practice.
Splunk Inc.	06/21/2023	Management	7	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Spotify Technology SA	03/29/2023	Management	2	Yes	Approve Consolidated Financial Statements and Statutory Reports	For	For	For	For	A vote FOR this item is warranted due to a lack of concern regarding the accounts presented or audit procedures used.

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Spotify Technology SA	03/29/2023	Management	3	Yes	Approve Allocation of Income	For	For	For	For	A vote FOR this income allocation proposal is warranted, despite the arguable meagerness of the proposed payout ratio, because of the strategic rationale for the decision.
Spotify Technology SA	03/29/2023	Management	4	Yes	Approve Discharge of Directors	For	For	For	For	A cautionary vote FOR this item is warranted given the lack of any specific concern with the board's actions over the past year. However, cautionary support is warranted as the company has failed to demonstrate good stewardship by failing to submit the remuneration to a shareholder vote. Despite not being formally required due to the company's cross market status, both in the US and Luxembourg companies are required to offer shareholders a say-on-pay.
Spotify Technology SA	03/29/2023	Management	5	Yes	Elect Daniel Ek as A Director	For	Against	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	6	Yes	Elect Martin Lorentzon as A Director	For	Against	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	7	Yes	Elect Shishir Samir Mehrotra as A Director	For	Against	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	8	Yes	Elect Christopher Marsall as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	9	Yes	Elect Barry McCarthy as B Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.

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Spotify Technology SA	03/29/2023	Management	10	Yes	Elect Heidi O'Neill as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	11	Yes	Elect Ted Sarandos as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	12	Yes	Elect Thomas Owen Staggs as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	13	Yes	Elect Mona Sutphen as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	14	Yes	Elect Padmasree Warrior as B Director	For	For	For	For	Votes AGAINST non-independent director nominees Daniel Ek, Martin Lorentzon, Barry McCarthy and Shishir Mehrotra are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Martin Lorentzon and Shishir Mehrotra are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Daniel Ek are warranted for serving as both CEO and board chair. A vote FOR the remaining director nominees is warranted.
Spotify Technology SA	03/29/2023	Management	15	Yes	Appoint Ernst & Young S.A. (Luxembourg) as Auditor	For	For	For	For	A vote FOR this item is warranted as only 0.1 percent of auditor fees are used for non-audit purposes.
Spotify Technology SA	03/29/2023	Management	16	Yes	Approve Remuneration of Directors	For	Against	Against	Against	A vote AGAINST this item is warranted because the board proposes to potentially ("Choice Model") introduce stock options in the remuneration of non-executive board members which is considered inappropriate.
Spotify Technology SA	03/29/2023	Management	17	Yes	Authorize Guy Harles and Alexandre Gobert to Execute and Deliver, and with Full Power of Substitution, Any Documents Necessary or Useful in Connection with the Annual Filing and Registration Required by the Luxembourg Laws	For	For	For	For	A vote FOR is warranted, as this proposal concerns a routine legal procedure and will authorize only the implementation of items approved by the shareholder meeting.
Spotify Technology SA	03/29/2023	Management	19	Yes	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights and Amend Articles of Association	For	Against	Against	Against	A vote AGAINST is warranted because the proposed authority exceeds 10 percent of issued capital without preemptive rights.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
SS&C Technologies Holdings, Inc.	05/17/2023	Management	1	Yes	Elect Director Normand A. Boulanger	For	For	Against	Against	Votes AGAINST non-independent nominees Normand Boulanger and David Varsano are warranted for lack of a majority independent board. Votes AGAINST David Varsano are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Zamkow is warranted.
SS&C Technologies Holdings, Inc.	05/17/2023	Management	2	Yes	Elect Director David A. Varsano	For	For	Against	Against	Votes AGAINST non-independent nominees Normand Boulanger and David Varsano are warranted for lack of a majority independent board. Votes AGAINST David Varsano are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Zamkow is warranted.
SS&C Technologies Holdings, Inc.	05/17/2023	Management	3	Yes	Elect Director Michael J. Zamkow	For	For	For	For	Votes AGAINST non-independent nominees Normand Boulanger and David Varsano are warranted for lack of a majority independent board. Votes AGAINST David Varsano are also warranted for serving as a non-independent member of a key board committee. A vote FOR Michael J. Zamkow is warranted.
SS&C Technologies Holdings, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The committee was sufficiently responsive to last year's failed say-on-pay vote, incorporating shareholder feedback into redesigning both the annual and long-term incentive programs. Further, CEO pay for the year in review declined significantly and the new annual bonus program incorporated clearly disclosed financial metrics. However, given expected high pay opportunities for FY23 in the first year of the new equity program, investors are advised to closely monitor pay levels and performance going into next year.
SS&C Technologies Holdings, Inc.	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
SS&C Technologies Holdings, Inc.	05/17/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
SS&C Technologies Holdings, Inc.	05/17/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 19.91 percent is excessive.
Stanley Black & Decker, Inc.	04/21/2023	Management	1	Yes	Elect Director Donald Allan, Jr.	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	2	Yes	Elect Director Andrea J. Ayers	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	3	Yes	Elect Director Patrick D. Campbell	For	For	Against	Against	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	4	Yes	Elect Director Debra A. Crew	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	5	Yes	Elect Director Michael D. Hankin	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	6	Yes	Elect Director Robert J. Manning	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	7	Yes	Elect Director Adrian V. Mitchell	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	8	Yes	Elect Director Jane M. Palmieri	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Stanley Black & Decker, Inc.	04/21/2023	Management	9	Yes	Elect Director Mojdeh Poul	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	10	Yes	Elect Director Irving Tan	For	For	For	For	Votes AGAINST Patrick Campbell are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Stanley Black & Decker, Inc.	04/21/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short-term incentives are primarily based on financial goals, long-term incentives continue to be half-performance based, and TSR awards are capped at target for negative absolute results. However, concerns remain regarding the continued use of an annual performance measurement period for portions of the long-term award and the TSR award targeting median performance.
Stanley Black & Decker, Inc.	04/21/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stanley Black & Decker, Inc.	04/21/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stanley Black & Decker, Inc.	04/21/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
Starbucks Corporation	03/23/2023	Management	1	Yes	Elect Director Richard E. Allison, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	2	Yes	Elect Director Andrew Campion	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	3	Yes	Elect Director Beth Ford	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	4	Yes	Elect Director Melody Hobson	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	5	Yes	Elect Director Jorgen Vig Knudstorp	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	6	Yes	Elect Director Satya Nadella	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	7	Yes	Elect Director Laxman Narasimhan	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	8	Yes	Elect Director Howard Schultz	For	For	For	For	A vote FOR the director nominees is warranted.
Starbucks Corporation	03/23/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given concerns regarding the magnitude of the security-related perquisite provided to the CEO.
Starbucks Corporation	03/23/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Starbucks Corporation	03/23/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Starbucks Corporation	03/23/2023	Shareholder	12	Yes	Report on Plant-Based Milk Pricing	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company provides sufficient disclosure for shareholders to evaluate any risks associated with its offering of plant-based milks.
Starbucks Corporation	03/23/2023	Shareholder	13	Yes	Adopt Policy on Succession Planning	Against	Against	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from a more clear and transparent process on succession planning.
Starbucks Corporation	03/23/2023	Shareholder	14	Yes	Report on Operations in Communist China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide shareholders with sufficient disclosure to understand to what extent corporate operations depend on China.
Starbucks Corporation	03/23/2023	Shareholder	15	Yes	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining Rights	Against	For	For	For	A vote FOR this proposal is warranted. A third-party assessment would help shareholders better evaluate various allegations related to freedom of association and collective bargaining and the company's management of any associated risks.

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Starbucks Corporation	03/23/2023	Shareholder	16	Yes	Establish Committee on Corporate Sustainability	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company's existing board framework appears adequate to allow for robust oversight of issues related to corporate sustainability issues and, absent clear performance concerns, the board is generally given latitude to determine its committee structure.
Starwood Property Trust, Inc.	05/18/2023	Management	1	Yes	Elect Director Richard D. Bronson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	2	Yes	Elect Director Jeffrey G. Dishner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	3	Yes	Elect Director Camille J. Douglas	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	4	Yes	Elect Director Deborah L. Harmon	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	5	Yes	Elect Director Solomon J. Kumin	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	6	Yes	Elect Director Fred Perpall	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	7	Yes	Elect Director Fred S. Ridley	For	For	For	For	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.

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Starwood Property Trust, Inc.	05/18/2023	Management	8	Yes	Elect Director Barry S. Sternlicht	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	9	Yes	Elect Director Strauss Zelnick	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Barry Sternlicht, Richard Bronson, Jeffrey Dishner, Camille Douglas and Strauss Zelnick are warranted for lack of a majority independent board. WITHHOLD votes for Richard Bronson, Camille Douglas, and Strauss Zelnick are also warranted for serving as non-independent members of a key board committee. Votes FOR remaining nominees are warranted.
Starwood Property Trust, Inc.	05/18/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While many EMLs do not provide sufficient disclosure for shareholders to assess the say-on-pay proposal, STWD provides information on the magnitude of pay, breakdown of fixed/variable compensation, and performance metrics used to determine incentive pay. This disclosure lends greater transparency and enables shareholders to make a reasonable assessment of executive pay.
Starwood Property Trust, Inc.	05/18/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Starwood Property Trust, Inc.	05/18/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
State Street Corporation	05/17/2023	Management	1	Yes	Elect Director Patrick de Saint-Aignan	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	2	Yes	Elect Director Marie A. Chandoha	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	3	Yes	Elect Director DonnaLee DeMaio	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	4	Yes	Elect Director Amelia C. Fawcett	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	5	Yes	Elect Director William C. Freda	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	6	Yes	Elect Director Sara Mathew	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	7	Yes	Elect Director William L. Meaney	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	8	Yes	Elect Director Ronald P. O'Hanley	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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State Street Corporation	05/17/2023	Management	9	Yes	Elect Director Sean O'Sullivan	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	10	Yes	Elect Director Julio A. Portalatin	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	11	Yes	Elect Director John B. Rhea	For	For	For	For	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	12	Yes	Elect Director Gregory L. Summe	For	For	Against	Against	Votes AGAINST Dame Amelia Fawcett, Patrick de Saint-Aignan and Gregory Summe are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
State Street Corporation	05/17/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There remains some concern regarding the incentive determination process which, although guided by performance assessments and target opportunities, is ultimately discretionarily determined. Further, the proxy lacks certain key disclosures, such as individual metric weightings and quantified, pre-set target goals. While this issue warrants continued close monitoring, there are mitigating factors. Most notably, pay and performance are reasonably aligned for the year in review. Additionally, key financial metrics considered were generally consistent with the prior year, and the majority of long-term incentives are based on clearly disclosed multi-year goals. Lastly, while certain goals underlying PRSUs granted in 2022 were adjusted after grant, the committee provides a reasonable rationale for this decision.
State Street Corporation	05/17/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
State Street Corporation	05/17/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
State Street Corporation	05/17/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
State Street Corporation	05/17/2023	Shareholder	17	Yes	Report on Asset Management Policies and Diversified Investors	Against	Against	For	For	A vote FOR this proposal is warranted, as reporting on the external costs created by not accounting for environmental and social policy effects would allow shareholders to better assess the impact of the company's practices and management of related risks.
Steel Dynamics, Inc.	05/11/2023	Management	1	Yes	Elect Director Mark D. Millett	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	2	Yes	Elect Director Sheree L. Bargabos	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	3	Yes	Elect Director Kenneth W. Cornew	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	4	Yes	Elect Director Traci M. Dolan	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Steel Dynamics, Inc.	05/11/2023	Management	5	Yes	Elect Director James C. Marcuccilli	For	For	Withhold	Withhold	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	6	Yes	Elect Director Bradley S. Seaman	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	7	Yes	Elect Director Gabriel L. Shaheen	For	For	Withhold	Withhold	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	8	Yes	Elect Director Luis M. Sierra	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	9	Yes	Elect Director Steven A. Sonnenberg	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	10	Yes	Elect Director Richard P. Teets, Jr.	For	For	For	For	WITHHOLD votes for James Marcuccilli and Gabriel Shaheen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Steel Dynamics, Inc.	05/11/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Steel Dynamics, Inc.	05/11/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Steel Dynamics, Inc.	05/11/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.
Steel Dynamics, Inc.	05/11/2023	Management	14	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Steel Dynamics, Inc.	05/11/2023	Management	15	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	Votes FOR this proposal are warranted.
Stericycle, Inc.	05/16/2023	Management	1	Yes	Elect Director Robert S. Murley	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	2	Yes	Elect Director Cindy J. Miller	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	3	Yes	Elect Director Brian P. Anderson	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	4	Yes	Elect Director Lynn D. Bleil	For	For	Against	Against	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	5	Yes	Elect Director Thomas F. Chen	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	6	Yes	Elect Director Victoria L. Dolan	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Stericycle, Inc.	05/16/2023	Management	7	Yes	Elect Director Naren K. Gursahaney	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	8	Yes	Elect Director J. Joel Hackney, Jr.	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	9	Yes	Elect Director Stephen C. Hooley	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	10	Yes	Elect Director James L. Welch	For	For	For	For	A vote AGAINST incumbent governance committee chair Lynn Bleil is warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Stericycle, Inc.	05/16/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stericycle, Inc.	05/16/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stericycle, Inc.	05/16/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stericycle, Inc.	05/16/2023	Shareholder	14	Yes	Report on Political Contributions	Against	Against	For	For	A vote FOR this proposal is warranted as it would serve to enhance the company's board-level oversight of its political contributions and management of related risks and ensure congruency between the company's stated values and its political contributions.
Stericycle, Inc.	05/16/2023	Shareholder	15	Yes	Limit Accelerated Vesting of Equity Awards Upon a Change in Control	Against	For	For	For	A vote FOR this proposal is warranted, as a policy requiring pro-rata vesting upon a change in control would further align the interests of executives with those of shareholders.
Stifel Financial Corp.	06/07/2023	Management	1	Yes	Elect Director Adam T. Berlew	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	2	Yes	Elect Director Maryam Brown	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	3	Yes	Elect Director Michael W. Brown	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	4	Yes	Elect Director Lisa Carnoy	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	5	Yes	Elect Director Robert E. Grady	For	For	Withhold	Withhold	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	6	Yes	Elect Director James P. Kavanaugh	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	7	Yes	Elect Director Ronald J. Kruszewski	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Stifel Financial Corp.	06/07/2023	Management	8	Yes	Elect Director Daniel J. Ludeman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	9	Yes	Elect Director Maura A. Markus	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	10	Yes	Elect Director David A. Peacock	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	11	Yes	Elect Director Thomas W. Weisel	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	12	Yes	Elect Director Michael J. Zimmerman	For	For	For	For	WITHHOLD votes for Michael Brown and Robert Grady are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stifel Financial Corp.	06/07/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Stifel Financial Corp.	06/07/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stifel Financial Corp.	06/07/2023	Management	15	Yes	Amend Certificate of Incorporation to Provide for the Exculpation of Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Stifel Financial Corp.	06/07/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Stifel Financial Corp.	06/07/2023	Management	17	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Stryker Corporation	05/10/2023	Management	1	Yes	Elect Director Mary K. Brainerd	For	For	For	For	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	2	Yes	Elect Director Giovanni Caforio	For	For	For	For	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	3	Yes	Elect Director Srikant M. Datar	For	For	Against	Against	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	4	Yes	Elect Director Allan C. Golston	For	For	Against	Against	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	5	Yes	Elect Director Kevin A. Lobo	For	For	For	For	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	6	Yes	Elect Director Sherilyn S. McCoy	For	For	For	For	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Stryker Corporation	05/10/2023	Management	7	Yes	Elect Director Andrew K. Silvernail	For	For	For	For	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	8	Yes	Elect Director Lisa M. Skeete Tatum	For	For	For	For	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	9	Yes	Elect Director Ronda E. Stryker	For	For	Against	Against	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	10	Yes	Elect Director Rajeev Suri	For	For	For	For	Votes AGAINST Srikant Datar, Allan Golston and Ronda Stryker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Stryker Corporation	05/10/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Stryker Corporation	05/10/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set financial measures, and equity awards are conditioned on multi-year performance goals.
Stryker Corporation	05/10/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Stryker Corporation	05/10/2023	Shareholder	14	Yes	Report on Political Contributions and Expenditures	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's indirect political contributions through all trade associations and other tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Sun Communities, Inc.	05/16/2023	Management	1	Yes	Elect Director Gary A. Shiffman	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	2	Yes	Elect Director Tonya Allen	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	3	Yes	Elect Director Meghan G. Baivier	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	4	Yes	Elect Director Stephanie W. Bergeron	For	For	Against	Against	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	5	Yes	Elect Director Jeff T. Blau	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	6	Yes	Elect Director Brian M. Hermelin	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	7	Yes	Elect Director Ronald A. Klein	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Sun Communities, Inc.	05/16/2023	Management	8	Yes	Elect Director Clunet R. Lewis	For	For	Against	Against	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	9	Yes	Elect Director Arthur A. Weiss	For	For	For	For	Votes AGAINST Clunet Lewis and Stephanie Bergeron are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sun Communities, Inc.	05/16/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sun Communities, Inc.	05/16/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Sun Communities, Inc.	05/16/2023	Management	12	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sun Communities, Inc.	05/16/2023	Management	13	Yes	Increase Authorized Common Stock	For	For	Against	Against	A vote AGAINST this proposal is warranted as the size of the proposed increase in authorized common shares is excessive.
Sunrun, Inc.	06/01/2023	Management	1	Yes	Elect Director Leslie Dach	For	For	For	For	A vote FOR all director nominees is warranted.
Sunrun, Inc.	06/01/2023	Management	2	Yes	Elect Director Edward Fenster	For	For	For	For	A vote FOR all director nominees is warranted.
Sunrun, Inc.	06/01/2023	Management	3	Yes	Elect Director Mary Powell	For	For	For	For	A vote FOR all director nominees is warranted.
Sunrun, Inc.	06/01/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sunrun, Inc.	06/01/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Sunrun, Inc.	06/01/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Sunrun, Inc.	06/01/2023	Management	7	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Synchrony Financial	05/18/2023	Management	1	Yes	Elect Director Brian D. Doubles	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	2	Yes	Elect Director Fernando Aguirre	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	3	Yes	Elect Director Paget L. Alves	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	4	Yes	Elect Director Kamila Chytil	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	5	Yes	Elect Director Arthur W. Coviello, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	6	Yes	Elect Director Roy A. Guthrie	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	7	Yes	Elect Director Jeffrey G. Naylor	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	8	Yes	Elect Director P.W. "Bill" Parker	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	9	Yes	Elect Director Laurel J. Richie	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	10	Yes	Elect Director Ellen M. Zane	For	For	For	For	A vote FOR all director nominees is warranted.
Synchrony Financial	05/18/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO Doubles' target total direct compensation increased significantly, year-over-year. However, pay remained in alignment with performance for the year in review, and both annual and long-term incentives were sufficiently performance-based.
Synchrony Financial	05/18/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synopsys, Inc.	04/12/2023	Management	1	Yes	Elect Director Aart J. de Geus	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	2	Yes	Elect Director Luis Borgen	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Synopsys, Inc.	04/12/2023	Management	3	Yes	Elect Director Marc N. Casper	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	4	Yes	Elect Director Janice D. Chaffin	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	5	Yes	Elect Director Bruce R. Chizen	For	For	Against	Against	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	6	Yes	Elect Director Mercedes Johnson	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	7	Yes	Elect Director Jeannine P. Sargent	For	For	For	For	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	8	Yes	Elect Director John G. Schwarz	For	For	Against	Against	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	9	Yes	Elect Director Roy Vallee	For	For	Against	Against	Votes AGAINST Roy Vallee, Bruce Chizen and John Schwarz are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Synopsys, Inc.	04/12/2023	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
Synopsys, Inc.	04/12/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Synopsys, Inc.	04/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are entirely based on objective, pre-set goals. In addition, half of the long-term incentives are performance-based and utilize a multi-year performance period.
Synopsys, Inc.	04/12/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Synopsys, Inc.	04/12/2023	Shareholder	14	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted, as it would enhance the existing shareholder right to call special meetings. Although the proposal also requests the elimination of a one-year holding period provision, the precatory proposal inherently affords the board flexibility to maintain appropriate safeguards against abuse.
Synovus Financial Corp.	04/26/2023	Management	1	Yes	Elect Director Stacy Apter	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	2	Yes	Elect Director Tim E. Bentsen	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	3	Yes	Elect Director Kevin S. Blair	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	4	Yes	Elect Director Pedro Cherry	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	5	Yes	Elect Director John H. Irby	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	6	Yes	Elect Director Diana M. Murphy	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	7	Yes	Elect Director Harris Pastides	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	8	Yes	Elect Director John L. Stallworth	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	9	Yes	Elect Director Barry L. Storey	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	10	Yes	Elect Director Alexandra Villoch	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	11	Yes	Elect Director Teresa White	For	For	For	For	A vote FOR the director nominees is warranted.
Synovus Financial Corp.	04/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.

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Synovus Financial Corp.	04/26/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
T-Mobile US, Inc.	06/16/2023	Management	1	Yes	Elect Director Andre Almeida	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	2	Yes	Elect Director Marcelo Claude	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	3	Yes	Elect Director Srikant M. Datar	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	4	Yes	Elect Director Srinivasan Gopalan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	5	Yes	Elect Director Timotheus Hottges	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	6	Yes	Elect Director Christian P. Illek	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

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T-Mobile US, Inc.	06/16/2023	Management	7	Yes	Elect Director Raphael Kubler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	8	Yes	Elect Director Thorsten Langheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	9	Yes	Elect Director Dominique Leroy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	10	Yes	Elect Director Letitia A. Long	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	11	Yes	Elect Director G. Michael Sievert	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	12	Yes	Elect Director Teresa A. Taylor	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srini) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
T-Mobile US, Inc.	06/16/2023	Management	13	Yes	Elect Director Kelvin R. Westbrook	For	For	For	For	WITHHOLD votes for non-independent nominees Timotheus (Tim) Hoettges, G. Michael (Mike) Sievert, Andre Almeida, Marcelo Claude, Srinivasan (Srin) Gopalan, Christian Illek, Raphael Kubler, Thorsten Langheim and Dominique Leroy are warranted for lack of a majority independent board. WITHHOLD votes for Marcelo Claude, Srinivasan (Srin) Gopalan, Christian Illek, Raphael Kubler and Dominique Leroy are also warranted for serving as non-independent members of certain key board committees. A vote FOR the remaining director nominees is warranted.
T-Mobile US, Inc.	06/16/2023	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
T-Mobile US, Inc.	06/16/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives are primarily based on pre-set financial metrics and half the long-term incentives are based on performance and utilize a multi-year performance period.
T-Mobile US, Inc.	06/16/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
T-Mobile US, Inc.	06/16/2023	Management	17	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 3.64 percent is acceptable.
T-Mobile US, Inc.	06/16/2023	Management	18	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Tandem Diabetes Care, Inc.	05/24/2023	Management	1	Yes	Elect Director Kim D. Blickenstaff	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	2	Yes	Elect Director Myoungil Cha	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	3	Yes	Elect Director Peyton R. Howell	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	4	Yes	Elect Director Joao Paulo Falcao Malagueira	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	5	Yes	Elect Director Kathleen McGroddy-Goetz	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	6	Yes	Elect Director John F. Sheridan	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	7	Yes	Elect Director Christopher J. Twomey	For	For	For	For	A vote FOR all director nominees is warranted.
Tandem Diabetes Care, Inc.	05/24/2023	Management	8	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of awards.
Tandem Diabetes Care, Inc.	05/24/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Tandem Diabetes Care, Inc.	05/24/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Targa Resources Corp.	05/23/2023	Management	1	Yes	Elect Director Paul W. Chung	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Chung and Charles (Charlie) Crisp are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Crisp are also warranted for serving as a non-independent member of a key board committee. A vote FOR Laura C. Fulton is warranted.
Targa Resources Corp.	05/23/2023	Management	2	Yes	Elect Director Charles R. Crisp	For	For	Against	Against	Votes AGAINST non-independent nominees Paul Chung and Charles (Charlie) Crisp are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Crisp are also warranted for serving as a non-independent member of a key board committee. A vote FOR Laura C. Fulton is warranted.
Targa Resources Corp.	05/23/2023	Management	3	Yes	Elect Director Laura C. Fulton	For	For	For	For	Votes AGAINST non-independent nominees Paul Chung and Charles (Charlie) Crisp are warranted for lack of a majority independent board. Votes AGAINST Charles (Charlie) Crisp are also warranted for serving as a non-independent member of a key board committee. A vote FOR Laura C. Fulton is warranted.

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Targa Resources Corp.	05/23/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Targa Resources Corp.	05/23/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are raised regarding the STI structure, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.
Targa Resources Corp.	05/23/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Targa Resources Corp.	05/23/2023	Shareholder	7	Yes	Report on Efforts to Reduce Methane Emission Venting and Flaring in Supply Chain	Against	For	For	For	A vote FOR this proposal is warranted, as an assessment of the company's policy options for reducing venting and flaring will allow shareholders to better determine the company's ability to mitigate risks and take advantage of opportunities related to lower methane emissions.
Target Corporation	06/14/2023	Management	1	Yes	Elect Director David P. Abney	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	2	Yes	Elect Director Douglas M. Baker, Jr.	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	3	Yes	Elect Director George S. Barrett	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	4	Yes	Elect Director Gail K. Boudreaux	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	5	Yes	Elect Director Brian C. Cornell	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	6	Yes	Elect Director Robert L. Edwards	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	7	Yes	Elect Director Donald R. Knauss	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	8	Yes	Elect Director Christine A. Leahy	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	9	Yes	Elect Director Monica C. Lozano	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	10	Yes	Elect Director Grace Puma	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	11	Yes	Elect Director Derica W. Rice	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	12	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	A vote FOR the remaining director nominees is warranted.
Target Corporation	06/14/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Target Corporation	06/14/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal aircraft use and life insurance perquisites to the CEO.
Target Corporation	06/14/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Target Corporation	06/14/2023	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
TD SYNEX Corporation	03/21/2023	Management	1	Yes	Elect Director Dennis Polk	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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TD SYNEX Corporation	03/21/2023	Management	2	Yes	Elect Director Robert Kalsow-Ramos	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	3	Yes	Elect Director Ann Vezina	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	4	Yes	Elect Director Richard Hume	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	5	Yes	Elect Director Fred Breidenbach	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	6	Yes	Elect Director Hau Lee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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TD SYNEX Corporation	03/21/2023	Management	7	Yes	Elect Director Matthew Miao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	8	Yes	Elect Director Nayaki Nayyar	For	For	For	For	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	9	Yes	Elect Director Matthew Nord	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	10	Yes	Elect Director Merline Saintil	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	11	Yes	Elect Director Duane E. Zitzner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Dennis Polk, Richard (Rich) Hume, Fred Breidenbach, Robert Kalsow-Ramos, Hau Leung Lee, Feng-Chiang (Matthew) Miao, Matthew (Matt) Nord and Duane Zitzner are warranted for lack of a majority independent board. WITHHOLD votes for Fred Breidenbach, Hau Leung Lee and Duane Zitzner are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Feng-Chiang (Matthew) Miao and Merline Saintil are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
TD SYNEX Corporation	03/21/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
TD SYNEX Corporation	03/21/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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TD SYNEX Corporation	03/21/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Teladoc Health, Inc.	05/25/2023	Management	1	Yes	Elect Director Karen L. Daniel	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	2	Yes	Elect Director Sandra L. Fenwick	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	3	Yes	Elect Director Jason Gorevic	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	4	Yes	Elect Director Catherine A. Jacobson	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	5	Yes	Elect Director Thomas G. McKinley	For	For	Against	Against	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	6	Yes	Elect Director Kenneth H. Paulus	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	7	Yes	Elect Director David L. Shedlarz	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	8	Yes	Elect Director Mark Douglas Smith	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	9	Yes	Elect Director David B. Snow, Jr.	For	For	For	For	Votes AGAINST Thomas McKinley are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teladoc Health, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Teladoc Health, Inc.	05/25/2023	Management	11	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.24 percent is excessive. * The company's three-year average burn rate is excessive. * The plan allows for company loans to officers for the exercise of awards.
Teladoc Health, Inc.	05/25/2023	Management	12	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Teladoc Health, Inc.	05/25/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Teladoc Health, Inc.	05/25/2023	Shareholder	14	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Teledyne Technologies Incorporated	04/26/2023	Management	1	Yes	Elect Director Kenneth C. Dahlberg	For	For	Against	Against	Votes AGAINST non-independent nominee Kenneth Dahlberg are warranted for lack of a majority independent board. Votes AGAINST Kenneth Dahlberg are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Teledyne Technologies Incorporated	04/26/2023	Management	2	Yes	Elect Director Michelle A. Kumbier	For	For	For	For	Votes AGAINST non-independent nominee Kenneth Dahlberg are warranted for lack of a majority independent board. Votes AGAINST Kenneth Dahlberg are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teledyne Technologies Incorporated	04/26/2023	Management	3	Yes	Elect Director Robert A. Malone	For	For	For	For	Votes AGAINST non-independent nominee Kenneth Dahlberg are warranted for lack of a majority independent board. Votes AGAINST Kenneth Dahlberg are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Teledyne Technologies Incorporated	04/26/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Teledyne Technologies Incorporated	04/26/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay remains conditioned on clearly disclosed objective performance metrics.
Teledyne Technologies Incorporated	04/26/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tempur Sealy International, Inc.	05/11/2023	Management	1	Yes	Elect Director Evelyn S. Dilsaver	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	2	Yes	Elect Director Simon John Dyer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	3	Yes	Elect Director Cathy R. Gates	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	4	Yes	Elect Director John A. Heil	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	5	Yes	Elect Director Meredith Siegfried Madden	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Tempur Sealy International, Inc.	05/11/2023	Management	6	Yes	Elect Director Richard W. Neu	For	For	For	For	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	7	Yes	Elect Director Scott L. Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Thompson, Evelyn Dilsaver, Simon Dyer and John Heil are warranted for lack of a majority independent board. Votes AGAINST Evelyn Dilsaver and John Heil are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Tempur Sealy International, Inc.	05/11/2023	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tempur Sealy International, Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite and related tax gross-ups to the CEO.
Tempur Sealy International, Inc.	05/11/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tenet Healthcare Corporation	05/25/2023	Management	1	Yes	Elect Director J. Robert Kerrey	For	For	Against	Against	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	2	Yes	Elect Director James L. Bierman	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	3	Yes	Elect Director Richard W. Fisher	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	4	Yes	Elect Director Meghan M. FitzGerald	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	5	Yes	Elect Director Cecil D. Haney	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	6	Yes	Elect Director Christopher S. Lynch	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	7	Yes	Elect Director Richard J. Mark	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	8	Yes	Elect Director Tammy Romo	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	9	Yes	Elect Director Saumya Sutaria	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.

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Tenet Healthcare Corporation	05/25/2023	Management	10	Yes	Elect Director Nadja Y. West	For	For	For	For	Votes AGAINST Joseph Robert (Bob) Kerrey are warranted for serving as a non-independent member of a key board committee and for serving as a non-independent board chair. A vote FOR the remaining director nominees is warranted.
Tenet Healthcare Corporation	05/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Tenet Healthcare Corporation	05/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tenet Healthcare Corporation	05/25/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tenet Healthcare Corporation	05/25/2023	Shareholder	14	Yes	Report on Policies Regarding Patients' Right to Access Abortions in Emergencies	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
Teradata Corporation	05/09/2023	Management	1	Yes	Elect Director Daniel R. Fishback	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	2	Yes	Elect Director Stephen McMillan	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	3	Yes	Elect Director Kimberly K. Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	4	Yes	Elect Director Todd E. McElhatton	For	For	For	For	A vote FOR all director nominees is warranted.
Teradata Corporation	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Teradata Corporation	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Teradata Corporation	05/09/2023	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Teradata Corporation	05/09/2023	Management	8	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Teradata Corporation	05/09/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tesla, Inc.	05/16/2023	Management	1	Yes	Elect Director Elon Musk	For	For	Against	Against	Votes AGAINST non-independent nominees Elon Musk and Jeffrey (JB) Straubel are warranted for lack of a majority independent board. Votes AGAINST Audit Committee Chair Robyn Denholm are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's stock by certain directors and executives.
Tesla, Inc.	05/16/2023	Management	2	Yes	Elect Director Robyn Denholm	For	Against	Against	Against	Votes AGAINST non-independent nominees Elon Musk and Jeffrey (JB) Straubel are warranted for lack of a majority independent board. Votes AGAINST Audit Committee Chair Robyn Denholm are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's stock by certain directors and executives.
Tesla, Inc.	05/16/2023	Management	3	Yes	Elect Director JB Straubel	For	For	Against	Against	Votes AGAINST non-independent nominees Elon Musk and Jeffrey (JB) Straubel are warranted for lack of a majority independent board. Votes AGAINST Audit Committee Chair Robyn Denholm are warranted given concerns on the risk oversight function of the board, in light of the pledging of a significant amount of the company's stock by certain directors and executives.

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Tesla, Inc.	05/16/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Reported compensation for all NEOs, other than the CEO, consisted only of base salaries and 401K matching contributions, as the company does not maintain an annual incentive program nor make regular annual equity grants. Investors should continue to monitor pay outcomes, as the company's grant practices are periodic in nature and the most recent grants made to executives in prior years have been sizable. However, at this time, a vote FOR this proposal is warranted.
Tesla, Inc.	05/16/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tesla, Inc.	05/16/2023	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tesla, Inc.	05/16/2023	Shareholder	7	Yes	Report on Key-Person Risk and Efforts to Ameliorate It	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's key-person risk would allow shareholders to better assess the company's efforts to manage and mitigate risks related to the potential loss of such individuals.
Tetra Tech, Inc.	02/28/2023	Management	1	Yes	Elect Director Dan L. Batrack	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	2	Yes	Elect Director Gary R. Birkenbeuel	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	3	Yes	Elect Director Prashant Gandhi	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	4	Yes	Elect Director Joanne M. Maguire	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	5	Yes	Elect Director Christiana Obiaya	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	6	Yes	Elect Director Kimberly E. Ritrievi	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	7	Yes	Elect Director J. Kenneth Thompson	For	For	Against	Against	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	8	Yes	Elect Director Kirsten M. Volpi	For	For	For	For	Votes AGAINST J. Kenneth Thompson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tetra Tech, Inc.	02/28/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Tetra Tech, Inc.	02/28/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tetra Tech, Inc.	02/28/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Texas Instruments Incorporated	04/27/2023	Management	1	Yes	Elect Director Mark A. Blinn	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	2	Yes	Elect Director Todd M. Bluedorn	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	3	Yes	Elect Director Janet F. Clark	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	4	Yes	Elect Director Carrie S. Cox	For	For	Against	Against	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	5	Yes	Elect Director Martin S. Craighead	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	6	Yes	Elect Director Curtis C. Farmer	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	7	Yes	Elect Director Jean M. Hobby	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	8	Yes	Elect Director Haviv Ilan	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	9	Yes	Elect Director Ronald Kirk	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	10	Yes	Elect Director Pamela H. Patsley	For	For	Against	Against	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	11	Yes	Elect Director Robert E. Sanchez	For	For	Against	Against	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	12	Yes	Elect Director Richard K. Templeton	For	For	For	For	Votes AGAINST Pamela Patsley, Carrie Cox and Robert Sanchez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Texas Instruments Incorporated	04/27/2023	Management	13	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Texas Instruments Incorporated	04/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Texas Instruments Incorporated	04/27/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to grant annual incentive awards according to a non-formulaic subjective review of company performance, and the long-term incentive awards are entirely time-based, lacking any long-term performance conditions. Nevertheless, CEO pay and company performance remain reasonably aligned at this time.
Texas Instruments Incorporated	04/27/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Texas Instruments Incorporated	04/27/2023	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
Texas Instruments Incorporated	04/27/2023	Shareholder	18	Yes	Report on Due Diligence Efforts to Trace End-User Misuse of Company Products	Against	Against	For	For	A vote FOR this proposal is warranted because increased disclosure would allow shareholders to better assess the company's management of associated risks. Adoption of this proposal would also serve to further supplement the company's human rights policies and would help aid mitigate the company's exposure or potential linkage to violations of international law.
Texas Pacific Land Corp.	05/18/2023	Management	1	Yes	Elect Director Rhys J. Best	For	For	For	For	A vote AGAINST nominating committee chair Donald Cook is warranted for the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Texas Pacific Land Corp.	05/18/2023	Management	2	Yes	Elect Director Donald G. Cook	For	Against	Against	Against	A vote AGAINST nominating committee chair Donald Cook is warranted for the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Texas Pacific Land Corp.	05/18/2023	Management	3	Yes	Elect Director Donna E. Epps	For	For	For	For	A vote AGAINST nominating committee chair Donald Cook is warranted for the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Texas Pacific Land Corp.	05/18/2023	Management	4	Yes	Elect Director Eric L. Oliver	For	For	For	For	A vote AGAINST nominating committee chair Donald Cook is warranted for the lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Texas Pacific Land Corp.	05/18/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Texas Pacific Land Corp.	05/18/2023	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Texas Pacific Land Corp.	05/18/2023	Management	7	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the requested increase in authorized shares, on a post-split basis, is not considered excessive.
Texas Pacific Land Corp.	05/18/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Texas Pacific Land Corp.	05/18/2023	Shareholder	9	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the right could be unilaterally exercised by a single activist shareholder, which may not be in the best interests of the majority of shareholders.
Texas Pacific Land Corp.	05/18/2023	Shareholder	10	Yes	Employ Advisors In Connection with Evaluation of Potential Spinoff	Against	Against	Against	Against	A vote AGAINST this proposal is warranted given the lack of a compelling argument that a spin-off would serve to further enhance or maximize shareholder value.
Texas Pacific Land Corp.	05/18/2023	Shareholder	11	Yes	Release All Remaining Obligations of the Stockholders' Agreement	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proponent has not presented a compelling argument that the remaining terms of the stockholders' agreement are unduly restrictive.
Texas Pacific Land Corp.	05/18/2023	Shareholder	12	Yes	Provide Right to Act by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that the ability to act by written consent would enhance shareholder rights.

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Texas Pacific Land Corp.	05/18/2023	Shareholder	13	Yes	Require a Majority Vote Standard for the Election of Directors with Mandatory Resignation Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the implementation of a mandatory resignation policy would be overly prescriptive.
Textron Inc.	04/26/2023	Management	1	Yes	Elect Director Richard F. Ambrose	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	2	Yes	Elect Director Kathleen M. Bader	For	For	Against	Against	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	3	Yes	Elect Director R. Kerry Clark	For	For	Against	Against	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	4	Yes	Elect Director Scott C. Donnelly	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	5	Yes	Elect Director Deborah Lee James	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	6	Yes	Elect Director Thomas A. Kennedy	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	7	Yes	Elect Director Lionel L. Nowell, III	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	8	Yes	Elect Director James L. Ziemer	For	For	Against	Against	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	9	Yes	Elect Director Maria T. Zuber	For	For	For	For	Votes AGAINST R. Kerry Clark, Kathleen Bader and James Ziemer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Textron Inc.	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Concerns are noted regarding goal rigor and lack of disclosure. Nonetheless, the majority of annual incentives are based on pre-set financial metrics, and the equity awards are targeted to be half performance-based with a multi-year measurement period.
Textron Inc.	04/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Textron Inc.	04/26/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AES Corporation	04/20/2023	Management	1	Yes	Elect Director Janet G. Davidson	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	2	Yes	Elect Director Andres R. Gluski	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The AES Corporation	04/20/2023	Management	3	Yes	Elect Director Tarun Khanna	For	For	Against	Against	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	4	Yes	Elect Director Holly K. Koepfel	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	5	Yes	Elect Director Julia M. Laulis	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	6	Yes	Elect Director Alain Monie	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	7	Yes	Elect Director John B. Morse, Jr.	For	For	Against	Against	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	8	Yes	Elect Director Moises Naim	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	9	Yes	Elect Director Teresa M. Sebastian	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	10	Yes	Elect Director Maura Shaughnessy	For	For	For	For	Votes AGAINST John (Jay) Morse Jr. and Tarun Khanna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The AES Corporation	04/20/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although there are concerns with respect to the vesting rigor of the performance cash units, a majority of both annual and long-term incentives are tied to pre-set objective measures and the CEO's total compensation is reasonably aligned with performance at this time.
The AES Corporation	04/20/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The AES Corporation	04/20/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The AES Corporation	04/20/2023	Shareholder	14	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
The Allstate Corporation	05/23/2023	Management	1	Yes	Elect Director Donald E. Brown	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	2	Yes	Elect Director Kermit R. Crawford	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Allstate Corporation	05/23/2023	Management	3	Yes	Elect Director Richard T. Hume	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	4	Yes	Elect Director Margaret M. Keane	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	5	Yes	Elect Director Siddharth N. Mehta	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	6	Yes	Elect Director Jacques P. Perold	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	7	Yes	Elect Director Andrea Redmond	For	For	Against	Against	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	8	Yes	Elect Director Gregg M. Sherrill	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	9	Yes	Elect Director Judith A. Sprieser	For	For	Against	Against	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	10	Yes	Elect Director Perry M. Traquina	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	11	Yes	Elect Director Monica Turner	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	12	Yes	Elect Director Thomas J. Wilson	For	For	For	For	Votes AGAINST Andrea Redmond and Judith (Judy) Sprieser are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Allstate Corporation	05/23/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some continuing concern regarding the STI structure and goal rigor, which warrants continued close monitoring. Although the STI pool is largely funded formulaically, payouts can be increased significantly based on a discretionary individual performance assessment, and two STI targets were set below the prior year's results. However, STI pool funding was reduced by 50 percent due to a net loss in 2022, and NEOs received below-target payouts at the funding level. Additionally, the company targets a majority of equity awards as multi-year performance shares, the relative TSR metric targets outperformance, and the one metric without forward-looking goal disclosure is growth-based.
The Allstate Corporation	05/23/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Allstate Corporation	05/23/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Bank of New York Mellon Corporation	04/12/2023	Management	1	Yes	Elect Director Linda Z. Cook	For	For	For	For	A vote FOR all director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Bank of New York Mellon Corporation	04/12/2023	Management	2	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	3	Yes	Elect Director M. Amy Gilliland	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	4	Yes	Elect Director Jeffrey A. Goldstein	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	5	Yes	Elect Director K. Guru Gowrappan	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	6	Yes	Elect Director Ralph Izzo	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	7	Yes	Elect Director Sandra E. "Sandie" O'Connor	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	8	Yes	Elect Director Elizabeth E. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	9	Yes	Elect Director Frederick O. Terrell	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	10	Yes	Elect Director Robin A. Vince	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	11	Yes	Elect Director Alfred W. "Al" Zollar	For	For	For	For	A vote FOR all director nominees is warranted.
The Bank of New York Mellon Corporation	04/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern surrounding the structure of a retention award to a transitioning executive, the considerable room for discretion in determining cash incentives, and the rigor of relative TSR PSUs. However, these issues have not resulted in a quantitative pay-for-performance misalignment. In addition, the incentive program uses a financial metric with a disclosed weighting and goals, and the use of discretion was judiciously applied. Further, the majority of equity awards are based on clearly disclosed, multi-year goals, and closing-cycle PSUs vested below target. Continued close monitoring on the program structure and pay decisions is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of the program.
The Bank of New York Mellon Corporation	04/12/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Bank of New York Mellon Corporation	04/12/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Bank of New York Mellon Corporation	04/12/2023	Management	15	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as no issues concerning the features of the plan were identified.
The Bank of New York Mellon Corporation	04/12/2023	Shareholder	16	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
The Boeing Company	04/18/2023	Management	1	Yes	Elect Director Robert A. Bradway	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	2	Yes	Elect Director David L. Calhoun	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boeing Company	04/18/2023	Management	3	Yes	Elect Director Lynne M. Doughtie	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	4	Yes	Elect Director David L. Gittlin	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	5	Yes	Elect Director Lynn J. Good	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	6	Yes	Elect Director Stayce D. Harris	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	7	Yes	Elect Director Akhil Johri	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	8	Yes	Elect Director David L. Joyce	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	9	Yes	Elect Director Lawrence W. Kellner	For	For	Against	Against	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	10	Yes	Elect Director Steven M. Mollenkopf	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	11	Yes	Elect Director John M. Richardson	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	12	Yes	Elect Director Sabrina Soussan	For	For	For	For	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	13	Yes	Elect Director Ronald A. Williams	For	For	Against	Against	Votes AGAINST Lawrence (Larry) Kellner and Ronald (Ron) Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Boeing Company	04/18/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Increases to both the CEO's incentive program opportunities were made on the backdrop of negative short- and long-term TSR performance. Further, these increases have contributed to a misalignment between pay and performance for the most recent fiscal year. While annual incentives were based on a primarily quantitative scorecard, the committee may increase payouts based on a subjective assessment of individual performance, and the CEO's award was increased for FY22. Long-term incentives were half performance-based, but FY22 grants provide for an opportunity to reduce the premium price of the stock options if the company's TSR meets merely a median performance hurdle. Lastly, the company provided a large corporate aircraft perquisite to the CEO.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boeing Company	04/18/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Boeing Company	04/18/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
The Boeing Company	04/18/2023	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Boeing Company	04/18/2023	Shareholder	18	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and to have policies in place that seem to address human rights concerns raised by the proponent.
The Boeing Company	04/18/2023	Shareholder	19	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
The Boeing Company	04/18/2023	Shareholder	20	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted at this time; because while the company has disclosed information on its lobbying and political activities, information on its climate lobbying is still vague. Shareholders may benefit from a more complete evaluation of climate lobbying being conducted on the company's behalf.
The Boeing Company	04/18/2023	Shareholder	21	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from median gender and racial pay gap statistics that would allow them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.
The Boston Beer Company, Inc.	05/17/2023	Management	1	Yes	Elect Director Meghan V. Joyce	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. Furthermore, WITHHOLD votes are warranted for Governance Committee members Jean-Michel Valette, Meghan Joyce, and Michael Spillane for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
The Boston Beer Company, Inc.	05/17/2023	Management	2	Yes	Elect Director Michael Spillane	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. Furthermore, WITHHOLD votes are warranted for Governance Committee members Jean-Michel Valette, Meghan Joyce, and Michael Spillane for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Boston Beer Company, Inc.	05/17/2023	Management	3	Yes	Elect Director Jean-Michel Valette	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Jean-Michel Valette are warranted for lack of a majority independent board. WITHHOLD votes for Jean-Michel Valette are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for incumbent Audit Committee members Jean-Michel Valette and Meghan Joyce are warranted for failing to include auditor ratification on the proxy ballot. Furthermore, WITHHOLD votes are warranted for Governance Committee members Jean-Michel Valette, Meghan Joyce, and Michael Spillane for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision.
The Boston Beer Company, Inc.	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are raised by the somewhat limited disclosure in the annual and long-term incentive programs, as well as the decision to adjust performance goals for mid-flight bonus awards with limited rationale. However, these concerns are mitigated as CEO Burwick remained subject to the unadjusted annual incentive objectives, earning no award payout in line with company performance. Moreover, annual and long-term incentives were sufficiently performance-based.
The Boston Beer Company, Inc.	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Charles Schwab Corporation	05/18/2023	Management	1	Yes	Elect Director Marianne C. Brown	For	For	For	For	Votes AGAINST Frank Herring are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/18/2023	Management	2	Yes	Elect Director Frank C. Herring	For	For	Against	Against	Votes AGAINST Frank Herring are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/18/2023	Management	3	Yes	Elect Director Gerri K. Martin-Flickinger	For	For	For	For	Votes AGAINST Frank Herring are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/18/2023	Management	4	Yes	Elect Director Todd M. Ricketts	For	For	For	For	Votes AGAINST Frank Herring are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/18/2023	Management	5	Yes	Elect Director Carolyn Schwab-Pomerantz	For	For	For	For	Votes AGAINST Frank Herring are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Charles Schwab Corporation	05/18/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Charles Schwab Corporation	05/18/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change in control provisions, such as modified single trigger cash severance and single-trigger equity vesting acceleration.
The Charles Schwab Corporation	05/18/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Charles Schwab Corporation	05/18/2023	Shareholder	9	Yes	Report on Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's initiatives to encourage diversity, inclusion, and non-discriminatory treatment.
The Charles Schwab Corporation	05/18/2023	Shareholder	10	Yes	Report on Risks Related to Discrimination Against Individuals Including Political Views	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company provides adequate disclosures related to its commitment to not discriminate, and there are no significant controversies related to refusal of service.
The Chemours Company	04/26/2023	Management	1	Yes	Elect Director Curtis V. Anastasio	For	For	For	For	A vote FOR all director nominees is warranted.

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The Chemours Company	04/26/2023	Management	2	Yes	Elect Director Mary B. Cranston	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	3	Yes	Elect Director Curtis J. Crawford	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	4	Yes	Elect Director Dawn L. Farrell	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	5	Yes	Elect Director Erin N. Kane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	6	Yes	Elect Director Sean D. Keohane	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	7	Yes	Elect Director Mark E. Newman	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	8	Yes	Elect Director Guillaume Pepy	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	9	Yes	Elect Director Sandra Phillips Rogers	For	For	For	For	A vote FOR all director nominees is warranted.
The Chemours Company	04/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Chemours Company	04/26/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cigna Group	04/26/2023	Management	1	Yes	Elect Director David M. Cordani	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	2	Yes	Elect Director William J. DeLaney	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	3	Yes	Elect Director Eric J. Foss	For	For	Against	Against	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	4	Yes	Elect Director Elder Granger	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	5	Yes	Elect Director Neesha Hathi	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	6	Yes	Elect Director George Kurian	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	7	Yes	Elect Director Kathleen M. Mazzarella	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	8	Yes	Elect Director Mark B. McClellan	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	9	Yes	Elect Director Kimberly A. Ross	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	10	Yes	Elect Director Eric C. Wiseman	For	For	For	For	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	11	Yes	Elect Director Donna F. Zarcone	For	For	Against	Against	Votes AGAINST Eric Foss and Donna Zarcone are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Cigna Group	04/26/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.

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The Cigna Group	04/26/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Cigna Group	04/26/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cigna Group	04/26/2023	Management	15	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
The Cigna Group	04/26/2023	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 15 percent would improve shareholders' ability to use the special meeting right.
The Cigna Group	04/26/2023	Shareholder	17	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as more comprehensive information comparing Cigna's public policy statements and its direct and indirect political contributions and nonprofit organization participation would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks from political activities conducted by its partners.
The Coca-Cola Company	04/25/2023	Management	1	Yes	Elect Director Herb Allen	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	2	Yes	Elect Director Marc Bolland	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	3	Yes	Elect Director Ana Botin	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	4	Yes	Elect Director Christopher C. Davis	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	5	Yes	Elect Director Barry Diller	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	6	Yes	Elect Director Carolyn Everson	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	7	Yes	Elect Director Helene D. Gayle	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	8	Yes	Elect Director Alexis M. Herman	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	9	Yes	Elect Director Maria Elena Lagomasino	For	For	Against	Against	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	10	Yes	Elect Director Amity Millhiser	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Coca-Cola Company	04/25/2023	Management	11	Yes	Elect Director James Quincey	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	12	Yes	Elect Director Caroline J. Tsay	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	13	Yes	Elect Director David B. Weinberg	For	For	For	For	Votes AGAINST Maria Elena Lagomasino, Barry Diller and Alexis Herman are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Coca-Cola Company	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
The Coca-Cola Company	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Coca-Cola Company	04/25/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Coca-Cola Company	04/25/2023	Shareholder	17	Yes	Report on Third-Party Civil Rights Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Coca-Cola's efforts to address the issue of any inequality in its workforce and its management of related risks.
The Coca-Cola Company	04/25/2023	Shareholder	18	Yes	Issue Transparency Report on Global Public Policy and Political Influence	Against	Against	For	For	A vote FOR this resolution is warranted, as increased global transparency and disclosure around the company's memberships in political organizations and lobbying expenditures, as well as the firm's management- and board-level oversight of spending would help shareholders evaluate the company's management of related risks and benefits more comprehensively.
The Coca-Cola Company	04/25/2023	Shareholder	19	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the congruence of the company's political expenditures with its stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political spending.
The Coca-Cola Company	04/25/2023	Shareholder	20	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
The Coca-Cola Company	04/25/2023	Shareholder	21	Yes	Report on Risk Due to Restrictions on Reproductive Rights	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
The Cooper Companies, Inc.	03/15/2023	Management	1	Yes	Elect Director Colleen E. Jay	For	For	For	For	A vote FOR the director nominees is warranted.
The Cooper Companies, Inc.	03/15/2023	Management	2	Yes	Elect Director William A. Kozy	For	For	For	For	A vote FOR the director nominees is warranted.
The Cooper Companies, Inc.	03/15/2023	Management	3	Yes	Elect Director Cynthia L. Lucchese	For	For	For	For	A vote FOR the director nominees is warranted.
The Cooper Companies, Inc.	03/15/2023	Management	4	Yes	Elect Director Teresa S. Madden	For	For	For	For	A vote FOR the director nominees is warranted.
The Cooper Companies, Inc.	03/15/2023	Management	5	Yes	Elect Director Gary S. Petersmeyer	For	For	For	For	A vote FOR the director nominees is warranted.
The Cooper Companies, Inc.	03/15/2023	Management	6	Yes	Elect Director Maria Rivas	For	For	For	For	A vote FOR the director nominees is warranted.
The Cooper Companies, Inc.	03/15/2023	Management	7	Yes	Elect Director Robert S. Weiss	For	For	For	For	A vote FOR the director nominees is warranted.
The Cooper Companies, Inc.	03/15/2023	Management	8	Yes	Elect Director Albert G. White, III	For	For	For	For	A vote FOR the director nominees is warranted.

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The Cooper Companies, Inc.	03/15/2023	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Cooper Companies, Inc.	03/15/2023	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Cooper Companies, Inc.	03/15/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While there are some concerns raised by the lack of disclosure of forward-looking goals in the LTI, there are mitigating factors for the year in review. The STI program was based primarily on objective metrics and the financial target goals were set higher than the prior year's achieved results. In addition, the LTI was half performance-conditioned and measured over a multi-year period.
The Cooper Companies, Inc.	03/15/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Gap, Inc.	05/09/2023	Management	1	Yes	Elect Director Richard Dickson	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	2	Yes	Elect Director Elisabeth B. Donohue	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	3	Yes	Elect Director Robert J. Fisher	For	Against	Against	Against	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	4	Yes	Elect Director William S. Fisher	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	5	Yes	Elect Director Tracy Gardner	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	6	Yes	Elect Director Kathryn Hall	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	7	Yes	Elect Director Bob L. Martin	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	8	Yes	Elect Director Amy Miles	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	9	Yes	Elect Director Chris O'Neill	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	10	Yes	Elect Director Mayo A. Shattuck, III	For	For	Against	Against	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	11	Yes	Elect Director Tariq Shaukat	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Gap, Inc.	05/09/2023	Management	12	Yes	Elect Director Salaam Coleman Smith	For	For	For	For	Votes AGAINST Mayo Shattuck III and Robert Fisher are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Gap, Inc.	05/09/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Gap, Inc.	05/09/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set financial metrics and target goals were set above the previous year's actual results. In addition, a majority of the annual-cycle equity awards are performance conditioned and measured over a multi-year period. While the interim CEO's long-term incentives were entirely time-vesting, this concern is somewhat mitigated given the short-term nature of his position and because a portion of his awards were granted in connection with his role as executive chairman. Further, NEOs did not receive payouts under the annual incentive program and closing-cycle PSUs were not earned, which is generally aligned with recent financial and TSR performance.
The Gap, Inc.	05/09/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Gap, Inc.	05/09/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.98 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Goldman Sachs Group, Inc.	04/26/2023	Management	1	Yes	Elect Director Michele Burns	For	For	Against	Against	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	2	Yes	Elect Director Mark Flaherty	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	3	Yes	Elect Director Kimberley Harris	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	4	Yes	Elect Director Kevin Johnson	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	5	Yes	Elect Director Ellen Kullman	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	6	Yes	Elect Director Lakshmi Mittal	For	For	Against	Against	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	7	Yes	Elect Director Adebayo Ogunlesi	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	8	Yes	Elect Director Peter Oppenheimer	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Goldman Sachs Group, Inc.	04/26/2023	Management	9	Yes	Elect Director David Solomon	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	10	Yes	Elect Director Jan Tighe	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	11	Yes	Elect Director Jessica Uhl	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	12	Yes	Elect Director David Viniar	For	For	For	For	Votes AGAINST M. Michele Burns and Lakshmi Mittal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Goldman Sachs Group, Inc.	04/26/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's life insurance, and automobile and tax planning-related perquisites.
The Goldman Sachs Group, Inc.	04/26/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Goldman Sachs Group, Inc.	04/26/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	16	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	18	Yes	Publish Third-Party Review on Chinese Congruency of Certain ETFs	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide shareholders with sufficient disclosure regarding its oversight and risk management processes for its investment decisions.
The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	19	Yes	Oversee and Report a Racial Equity Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Goldman's efforts to address the issue of racial inequality for its stakeholders and its management of related risks.
The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	20	Yes	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	Against	Against	For	For	A vote FOR this proposal is warranted, as it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.
The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	21	Yes	Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting	Against	Against	For	For	A vote FOR this proposal is warranted as setting an absolute emission reduction target aligned with a science-based emission reduction pathway would further the company's decarbonization strategy.

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The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	22	Yes	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure about the company's climate transition plan would help shareholders better evaluate the company's strategy for implementing its commitments to advance a low-carbon economy and the company's management of related risks and opportunities.
The Goldman Sachs Group, Inc.	04/26/2023	Shareholder	23	Yes	Report on Median Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from the adjusted and unadjusted median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.
The Hanover Insurance Group, Inc.	05/09/2023	Management	1	Yes	Elect Director Francisco A. Aristeguieta	For	For	For	For	A vote FOR all director nominees is warranted.
The Hanover Insurance Group, Inc.	05/09/2023	Management	2	Yes	Elect Director Jane D. Carlin	For	For	For	For	A vote FOR all director nominees is warranted.
The Hanover Insurance Group, Inc.	05/09/2023	Management	3	Yes	Elect Director Elizabeth A. Ward	For	For	For	For	A vote FOR all director nominees is warranted.
The Hanover Insurance Group, Inc.	05/09/2023	Management	4	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The Hanover Insurance Group, Inc.	05/09/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Hanover Insurance Group, Inc.	05/09/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Hanover Insurance Group, Inc.	05/09/2023	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	1	Yes	Elect Director Larry D. De Shon	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	2	Yes	Elect Director Carlos Dominguez	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	3	Yes	Elect Director Trevor Fetter	For	For	Against	Against	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	4	Yes	Elect Director Donna A. James	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	5	Yes	Elect Director Kathryn A. Mikells	For	For	Against	Against	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	6	Yes	Elect Director Edmund Reese	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	7	Yes	Elect Director Teresa Wynn Roseborough	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Hartford Financial Services Group, Inc.	05/17/2023	Management	8	Yes	Elect Director Virginia P. Ruesterholz	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	9	Yes	Elect Director Christopher J. Swift	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	10	Yes	Elect Director Matthew E. Winter	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	11	Yes	Elect Director Greig Woodring	For	For	For	For	Votes AGAINST Trevor Fetter and Kathryn (Kathy) Mikells are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hartford Financial Services Group, Inc.	05/17/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive corporate aircraft perquisite to the CEO.
The Hartford Financial Services Group, Inc.	05/17/2023	Shareholder	14	Yes	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	Against	Against	For	For	A vote FOR this proposal is warranted, as it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.
The Hershey Company	05/16/2023	Management	1	Yes	Elect Director Pamela M. Arway	For	For	Withhold	Withhold	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcoln are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	2	Yes	Elect Director Michele G. Buck	For	For	For	For	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcoln are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	3	Yes	Elect Director Victor L. Crawford	For	For	For	For	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcoln are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Hershey Company	05/16/2023	Management	4	Yes	Elect Director Robert M. Dutkowsky	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	5	Yes	Elect Director Mary Kay Haben	For	For	For	For	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	6	Yes	Elect Director James C. Katzman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	7	Yes	Elect Director M. Diane Koken	For	For	For	For	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	8	Yes	Elect Director Huong Maria T. Kraus	For	For	For	For	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	9	Yes	Elect Director Robert M. Malcolm	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Hershey Company	05/16/2023	Management	10	Yes	Elect Director Anthony J. Palmer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	11	Yes	Elect Director Juan R. Perez	For	Withhold	Withhold	Withhold	WITHHOLD votes for Anthony Palmer, Pamela Arway and Robert Malcolm are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for governance committee members Anthony Palmer, Robert Dutkowsky, James Katzman, Robert Malcom, and Juan Perez are warranted due to the company's multi-class structure which is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The Hershey Company	05/16/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Hershey Company	05/16/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based entirely on objective financial performance metrics, and the majority of the equity awards are conditioned on long-term financial performance metrics.
The Hershey Company	05/16/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Hershey Company	05/16/2023	Shareholder	15	Yes	Report on Human Rights Impacts of Living Wage & Income Position Statement	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to ban child labor would allow investors to better understand how the company is managing human rights related risks in its supply chain.
The Home Depot, Inc.	05/18/2023	Management	1	Yes	Elect Director Gerard J. Arpey	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	2	Yes	Elect Director Ari Bousbib	For	For	Against	Against	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	3	Yes	Elect Director Jeffery H. Boyd	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	4	Yes	Elect Director Gregory D. Brenneman	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	5	Yes	Elect Director J. Frank Brown	For	For	Against	Against	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	6	Yes	Elect Director Albert P. Carey	For	For	Against	Against	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	7	Yes	Elect Director Edward P. Decker	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Home Depot, Inc.	05/18/2023	Management	8	Yes	Elect Director Linda R. Gooden	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	9	Yes	Elect Director Wayne M. Hewett	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	10	Yes	Elect Director Manuel Kadre	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	11	Yes	Elect Director Stephanie C. Linnartz	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	12	Yes	Elect Director Paula Santilli	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	13	Yes	Elect Director Caryn Seidman-Becker	For	For	For	For	Votes AGAINST Ari Bousbib, J. Frank Brown and Albert (Al) Carey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Home Depot, Inc.	05/18/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Home Depot, Inc.	05/18/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based entirely on objective financial performance metrics and the majority of long-term incentives are conditioned on clearly disclosed performance goals.
The Home Depot, Inc.	05/18/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Home Depot, Inc.	05/18/2023	Shareholder	17	Yes	Reduce Ownership Threshold for Shareholders to Request Action by Written Consent	Against	For	For	For	A vote FOR this proposal is warranted given that a reduction in the ownership threshold would provide a more meaningful written consent right for shareholders.
The Home Depot, Inc.	05/18/2023	Shareholder	18	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chair to be an independent director.
The Home Depot, Inc.	05/18/2023	Shareholder	19	Yes	Report on Political Expenditures Congruence	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
The Home Depot, Inc.	05/18/2023	Shareholder	20	Yes	Rescind 2022 Racial Equity Audit Proposal	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as it is contrary to principles of corporate governance practices that encourage companies to be responsive to shareholder proposals that are supported by a large percentage of the company's shareholders who voted at the annual meeting.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Home Depot, Inc.	05/18/2023	Shareholder	21	Yes	Encourage Senior Management Commitment to Avoid Political Speech	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, especially given the fact that there are no significant controversies related to senior executives' political speech, and such micromanaging of senior executives' speech is not necessary.
The Howard Hughes Corporation	05/25/2023	Management	1	Yes	Elect Director William A. Ackman	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	2	Yes	Elect Director David Eun	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	3	Yes	Elect Director Adam Flatto	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	4	Yes	Elect Director Beth Kaplan	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	5	Yes	Elect Director Allen Model	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	6	Yes	Elect Director David O'Reilly	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Howard Hughes Corporation	05/25/2023	Management	7	Yes	Elect Director R. Scot Sellers	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	8	Yes	Elect Director Steven Shepsman	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	9	Yes	Elect Director Mary Ann Tighe	For	For	Against	Against	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	10	Yes	Elect Director Anthony Williams	For	For	For	For	Votes AGAINST non-independent nominees William (Bill) Ackman, David O'Reilly, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are warranted for lack of a majority independent board. Votes AGAINST William (Bill) Ackman, Adam Flatto, Allen Model, R. Scot Sellers, Steven Shepsman and Mary Ann Tighe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Howard Hughes Corporation	05/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Howard Hughes Corporation	05/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Howard Hughes Corporation	05/25/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	1	Yes	Elect Director Jocelyn Carter-Miller	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	2	Yes	Elect Director Mary J. Steele Guilfoile	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Interpublic Group of Companies, Inc.	05/25/2023	Management	3	Yes	Elect Director Dawn Hudson	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	4	Yes	Elect Director Philippe Krakowsky	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	5	Yes	Elect Director Jonathan F. Miller	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	6	Yes	Elect Director Patrick Q. Moore	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	7	Yes	Elect Director Linda S. Sanford	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	8	Yes	Elect Director David M. Thomas	For	For	Against	Against	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	9	Yes	Elect Director E. Lee Wyatt Jr.	For	For	For	For	Votes AGAINST non-independent nominees David Thomas, Philippe Krakowsky, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are warranted for lack of a majority independent board. Votes AGAINST David Thomas, Jocelyn Carter-Miller, Mary Guilfoile and Dawn Hudson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	10	Yes	Ratify Pricewaterhousecoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
The Interpublic Group of Companies, Inc.	05/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentive awards are largely based on objective metrics and long-term awards are primarily performance-based, though there is some concern regarding the lack of forward disclosed target goals for long-term cash and equity grants.
The Interpublic Group of Companies, Inc.	05/25/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Interpublic Group of Companies, Inc.	05/25/2023	Shareholder	13	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
The Kraft Heinz Company	05/04/2023	Management	1	Yes	Elect Director Gregory E. Abel	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	2	Yes	Elect Director Humberto P. Alfonso	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	3	Yes	Elect Director John T. Cahill	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	4	Yes	Elect Director Lori Dickerson Fouché	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	5	Yes	Elect Director Diane Gherson	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	6	Yes	Elect Director Timothy Kenesey	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	7	Yes	Elect Director Alicia Knapp	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	8	Yes	Elect Director Elio Leoni Sceti	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	9	Yes	Elect Director Susan Mulder	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	10	Yes	Elect Director James Park	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	11	Yes	Elect Director Miguel Patricio	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	12	Yes	Elect Director John C. Pope	For	For	For	For	A vote FOR the director nominees is warranted.
The Kraft Heinz Company	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review, though some concerns continue to be highlighted.
The Kraft Heinz Company	05/04/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Kraft Heinz Company	05/04/2023	Shareholder	15	Yes	Adopt Simple Majority Vote	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as lower approval requirements could further enhance the voting power of the company's significant shareholders, potentially to the detriment of unaffiliated shareholders.
The Kraft Heinz Company	05/04/2023	Shareholder	16	Yes	Report on Supply Chain Water Risk Exposure	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from the requested report as it would provide additional information on the company's water supply and conservation practices, particularly in its supply chains, thereby accounting for water risk throughout the entire value chain. Furthermore, the disclosure would allow the company to better manage water related risks and align company commitment to long term shareholder value.
The Kraft Heinz Company	05/04/2023	Shareholder	17	Yes	Commission a Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted, as the company provides sufficient information for shareholders to assess any reverse discrimination effect the company's training materials or procedures may be having.
The Kroger Co.	06/22/2023	Management	1	Yes	Elect Director Nora A. Aufreiter	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	2	Yes	Elect Director Kevin M. Brown	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	3	Yes	Elect Director Elaine L. Chao	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	4	Yes	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Kroger Co.	06/22/2023	Management	5	Yes	Elect Director Karen M. Hoguet	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	6	Yes	Elect Director W. Rodney McMullen	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	7	Yes	Elect Director Clyde R. Moore	For	For	Against	Against	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	8	Yes	Elect Director Ronald L. Sargent	For	For	Against	Against	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	9	Yes	Elect Director J. Amanda Sourry Knox (Amanda Sourry)	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	10	Yes	Elect Director Mark S. Sutton	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	11	Yes	Elect Director Ashok Vemuri	For	For	For	For	Votes AGAINST Ronald Sargent and Clyde Moore are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Kroger Co.	06/22/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily based on pre-set objective metrics. In addition, half of the targeted long-term incentives are performance based with disclosed forward goals and utilize a multi-year performance period.
The Kroger Co.	06/22/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Kroger Co.	06/22/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Kroger Co.	06/22/2023	Shareholder	15	Yes	Report on Public Health Costs Due to Tobacco Product Sales and the Impact on Overall Market	Against	Against	For	For	A vote FOR this resolution is warranted because shareholders would benefit from increased disclosure regarding the company's policies and practices related to the sale of tobacco products and its risk oversight mechanisms for continued in-store tobacco sales.
The Kroger Co.	06/22/2023	Shareholder	16	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
The Kroger Co.	06/22/2023	Shareholder	17	Yes	Report on Efforts to Reduce Plastic Use	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to reduce its plastics use by shifting away from single-use packaging would allow shareholders to better assess the company's related risk management.
The Kroger Co.	06/22/2023	Shareholder	18	Yes	Report on Gender/Racial Pay Gap	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders could benefit from global median pay gap statistics that would allow them to compare and measure the progress of the company's diversity and inclusion initiatives.

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The Kroger Co.	06/22/2023	Shareholder	19	Yes	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to be taking appropriate steps to protect itself against risks related to discrimination based on political ideology or viewpoint.
The Mosaic Company	05/25/2023	Management	1	Yes	Elect Director Cheryl K. Beebe	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	2	Yes	Elect Director Gregory L. Ebel	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	3	Yes	Elect Director Timothy S. Gitzel	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	4	Yes	Elect Director Denise C. Johnson	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	5	Yes	Elect Director Emery N. Koenig	For	For	Against	Against	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	6	Yes	Elect Director James (Joc) C. O'Rourke	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	7	Yes	Elect Director David T. Seaton	For	For	Against	Against	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	8	Yes	Elect Director Steven M. Seibert	For	For	Against	Against	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	9	Yes	Elect Director Joao Roberto Goncalves Teixeira	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	10	Yes	Elect Director Gretchen H. Watkins	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	11	Yes	Elect Director Kelvin R. Westbrook	For	For	For	For	Votes AGAINST Emery Koenig, David Seaton, and Steven Seibert are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Mosaic Company	05/25/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Mosaic Company	05/25/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Mosaic Company	05/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups for the CEO's personal use of aircraft, as well as excessive perquisite costs and tax reimbursements for several other NEOs.
The Mosaic Company	05/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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The Mosaic Company	05/25/2023	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted as the proposed 10 percent ownership threshold for shareholders to call a special meeting would enhance shareholders' ability to make use of the right, and the likelihood of abuse of the right is small.
The Mosaic Company	05/25/2023	Shareholder	17	Yes	Report on Efforts to Reduce GHG Emissions in Alignment with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on the company's efforts to address its value chain emissions, mitigating risks related to a transition to a lower-carbon energy system, and take advantage of growing opportunities.
The New York Times Company	04/26/2023	Management	1	Yes	Elect Director Beth Brooke	For	For	For	For	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/26/2023	Management	2	Yes	Elect Director Rachel Glaser	For	For	For	For	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/26/2023	Management	3	Yes	Elect Director Brian P. McAndrews	For	For	For	For	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/26/2023	Management	4	Yes	Elect Director John W. Rogers, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Rogers Jr. are warranted for serving as a director on more than four public company boards. A vote FOR Governance Committee member Brian McAndrews is warranted, with caution, for maintaining a multi-class capital structure that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
The New York Times Company	04/26/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The New York Times Company	04/26/2023	Management	6	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
The PNC Financial Services Group, Inc.	04/26/2023	Management	1	Yes	Elect Director Joseph Alvarado	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	2	Yes	Elect Director Debra A. Cafaro	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	3	Yes	Elect Director Marjorie Rodgers Cheshire	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	4	Yes	Elect Director William S. Demchak	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	5	Yes	Elect Director Andrew T. Feldstein	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	6	Yes	Elect Director Richard J. Harshman	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	7	Yes	Elect Director Daniel R. Hesse	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	8	Yes	Elect Director Renu Khator	For	For	For	For	A vote FOR the director nominees is warranted.

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The PNC Financial Services Group, Inc.	04/26/2023	Management	9	Yes	Elect Director Linda R. Medler	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	10	Yes	Elect Director Robert A. Niblock	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	11	Yes	Elect Director Martin Pfinsgraff	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	12	Yes	Elect Director Bryan S. Salesky	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	13	Yes	Elect Director Toni Townes-whitley	For	For	For	For	A vote FOR the director nominees is warranted.
The PNC Financial Services Group, Inc.	04/26/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The PNC Financial Services Group, Inc.	04/26/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns remain regarding the lack of disclosure and room for discretion under the annual incentive plan, which makes it difficult to determine its overall rigor. Additionally, the company granted relatively large one-time awards to three of its NEOs, resulting in two of them receiving total compensation greater than that of the CEO and the median pay granted to the CEOs of the company's peers. Nevertheless, the majority of regular equity awards remain conditioned on long-term disclosed performance targets and CEO pay is reasonably aligned with company performance during the year in review.
The PNC Financial Services Group, Inc.	04/26/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Progressive Corporation	05/12/2023	Management	1	Yes	Elect Director Danelle M. Barrett	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	2	Yes	Elect Director Philip Bleser	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	3	Yes	Elect Director Stuart B. Burgdoerfer	For	For	Against	Against	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	4	Yes	Elect Director Pamela J. Craig	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	5	Yes	Elect Director Charles A. Davis	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	6	Yes	Elect Director Roger N. Farah	For	For	Against	Against	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	7	Yes	Elect Director Lawton W. Fitt	For	For	Against	Against	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	8	Yes	Elect Director Susan Patricia Griffith	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Progressive Corporation	05/12/2023	Management	9	Yes	Elect Director Devin C. Johnson	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	10	Yes	Elect Director Jeffrey D. Kelly	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	11	Yes	Elect Director Barbara R. Snyder	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	12	Yes	Elect Director Kahina Van Dyke	For	For	For	For	Votes AGAINST Lawton Fitt, Stuart Burgdoerfer, and Roger Farah are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Progressive Corporation	05/12/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
The Progressive Corporation	05/12/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Progressive Corporation	05/12/2023	Management	15	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Sherwin-Williams Company	04/19/2023	Management	1	Yes	Elect Director Kerri B. Anderson	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	2	Yes	Elect Director Arthur F. Anton	For	For	Against	Against	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	3	Yes	Elect Director Jeff M. Fettig	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	4	Yes	Elect Director John G. Morikis	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	5	Yes	Elect Director Christine A. Poon	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	6	Yes	Elect Director Aaron M. Powell	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	7	Yes	Elect Director Marta R. Stewart	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	8	Yes	Elect Director Michael H. Thaman	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	9	Yes	Elect Director Matthew Thornton, III	For	For	For	For	Votes AGAINST Arthur Anton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Sherwin-Williams Company	04/19/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some annual incentive metric targets were lowered, year-over-year, annual incentives were entirely based on pre-set financial metrics with below-target payouts in line with performance and long-term incentives were predominantly performance based with forward looking metrics disclosed.
The Sherwin-Williams Company	04/19/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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The Sherwin-Williams Company	04/19/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Southern Company	05/24/2023	Management	1	Yes	Elect Director Janaki Akella	For	For	For	For	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	2	Yes	Elect Director Henry A. "Hal" Clark, III	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	3	Yes	Elect Director Anthony F. "Tony" Earley, Jr.	For	For	For	For	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	4	Yes	Elect Director Thomas A. Fanning	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Southern Company	05/24/2023	Management	5	Yes	Elect Director David J. Grain	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	6	Yes	Elect Director Colette D. Honorable	For	For	For	For	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	7	Yes	Elect Director Donald M. James	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	8	Yes	Elect Director John D. Johns	For	For	For	For	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Southern Company	05/24/2023	Management	9	Yes	Elect Director Dale E. Klein	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	10	Yes	Elect Director David E. Meador	For	For	For	For	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	11	Yes	Elect Director Ernest J. Moniz	For	For	For	For	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	12	Yes	Elect Director William G. Smith, Jr.	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Southern Company	05/24/2023	Management	13	Yes	Elect Director Kristine L. Svinicki	For	For	For	For	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	14	Yes	Elect Director Lizanne Thomas	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	15	Yes	Elect Director Christopher C. Womack	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Southern Company	05/24/2023	Management	16	Yes	Elect Director E. Jenner Wood, III	For	For	Against	Against	Votes AGAINST Thomas A. Fanning, David Grain, and Dale E. Klein are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST non-independent nominees Thomas (Tom) Fanning, Christopher (Chris) Womack, Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr., Lizanne Thomas and E. Jenner Wood III are warranted for lack of a majority independent board. Votes AGAINST Henry (Hal) Clark III, Donald James, Dale Klein, William Smith Jr. and E. Jenner Wood III are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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The Southern Company	05/24/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal aircraft use and financial planning-related perquisites to the CEO.
The Southern Company	05/24/2023	Management	18	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Southern Company	05/24/2023	Management	19	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Southern Company	05/24/2023	Management	20	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
The Southern Company	05/24/2023	Shareholder	21	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted. Strong support for this proposal could motivate management to keep trying to pass a management proposal to eliminate the supermajority requirements, in the event that Item 5 is not approved this year.
The Southern Company	05/24/2023	Shareholder	22	Yes	Adopt Scope 3 GHG Emissions Reduction Targets Aligned with Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from greater transparency on the company's targets to address its Scope 3 emissions, mitigating risks related to a transition to a lower-carbon energy system, and take advantage of growing opportunities.
The Southern Company	05/24/2023	Shareholder	23	Yes	Report on Feasibility of Net-Zero GHG Emissions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company provides adequate disclosure for shareholders to evaluate the emissions associated with its business activities and its efforts to address its Scope 1 emissions.
The Timken Company	05/05/2023	Management	1	Yes	Elect Director Maria A. Crowe	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	2	Yes	Elect Director Elizabeth A. Harrell	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	3	Yes	Elect Director Richard G. Kyle	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	4	Yes	Elect Director Sarah C. Lauber	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	5	Yes	Elect Director John A. Luke, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	6	Yes	Elect Director Christopher L. Mapes	For	For	Withhold	Withhold	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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The Timken Company	05/05/2023	Management	7	Yes	Elect Director James F. Palmer	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	8	Yes	Elect Director Ajita G. Rajendra	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	9	Yes	Elect Director Frank C. Sullivan	For	For	Withhold	Withhold	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	10	Yes	Elect Director John M. Timken, Jr.	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	11	Yes	Elect Director Ward J. Timken, Jr.	For	For	For	For	WITHHOLD votes for John Luke Jr. and Frank Sullivan are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Christopher (Chris) Mapes are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Timken Company	05/05/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Timken Company	05/05/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Timken Company	05/05/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Timken Company	05/05/2023	Management	15	Yes	Eliminate Supermajority Vote Requirement	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
The Timken Company	05/05/2023	Shareholder	16	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted, as it would enhance the existing shareholder right to call special meetings. Although the proposal also requests the elimination of a one-year holding period provision, the precatory proposal inherently affords the board flexibility to maintain appropriate safeguards against abuse.
The TJX Companies, Inc.	06/06/2023	Management	1	Yes	Elect Director Jose B. Alvarez	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	2	Yes	Elect Director Alan M. Bennett	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The TJX Companies, Inc.	06/06/2023	Management	3	Yes	Elect Director Rosemary T. Berkery	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	4	Yes	Elect Director David T. Ching	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	5	Yes	Elect Director C. Kim Goodwin	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	6	Yes	Elect Director Ernie Herrman	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	7	Yes	Elect Director Amy B. Lane	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	8	Yes	Elect Director Carol Meyrowitz	For	For	Against	Against	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	9	Yes	Elect Director Jackwyn L. Nemerov	For	For	For	For	Votes AGAINST non-independent nominees Carol Meyrowitz, Ernie Herrman, Alan Bennett, David Ching and Amy Lane are warranted for lack of a majority independent board. Votes AGAINST Alan Bennett, David Ching and Amy Lane are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The TJX Companies, Inc.	06/06/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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The TJX Companies, Inc.	06/06/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's failed say-on-pay vote, the compensation committee disclosed shareholder engagement efforts and the specific feedback received. The committee further disclosed meaningful responsive actions, including a commitment to refrain from discretionary adjustments to in-flight LTI awards, and significant reductions in the weighting of the STIP's qualitative component. Further, CEO pay and company performance are aligned at this time, and a review of incentive pay programs reveals they are largely performance-based. However, shareholders would benefit from disclosure of forward-looking target goals for long-term equity and cash awards. In light of the above factors, a vote FOR this proposal is warranted.
The TJX Companies, Inc.	06/06/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The TJX Companies, Inc.	06/06/2023	Shareholder	13	Yes	Report on Third-Party Assessment of Human Rights Due Diligence in Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks in its supply chain.
The TJX Companies, Inc.	06/06/2023	Shareholder	14	Yes	Report on Risk from Supplier Misclassification of Supplier's Employees	Against	For	For	For	A vote FOR this resolution is warranted, as a report on misclassifying employees as independent contractors would provide shareholders with additional information on how the company is managing any risks associated with this kind of misclassification by companies in its supply chain.
The TJX Companies, Inc.	06/06/2023	Shareholder	15	Yes	Adopt a Paid Sick Leave Policy for All Employees	Against	Against	For	For	A vote FOR this resolution is warranted as it would provide shareholders with greater assurance that the company's workforce has reasonable access to sick leave, which would provide consistent expectations as concerns regarding societal health are on the rise. Additionally, the implementation of this proposal would allow shareholders to better assess whether the company is adhering to its stated commitment to colleague health and its management of related risks.
The Toro Company	03/21/2023	Management	1	Yes	Elect Director Jeffrey M. Ettinger	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey Ettinger are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Toro Company	03/21/2023	Management	2	Yes	Elect Director Eric P. Hansotia	For	For	For	For	WITHHOLD votes for Jeffrey Ettinger are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Toro Company	03/21/2023	Management	3	Yes	Elect Director D. Christian Koch	For	For	For	For	WITHHOLD votes for Jeffrey Ettinger are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Toro Company	03/21/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Toro Company	03/21/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were found at this time.
The Toro Company	03/21/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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The Trade Desk, Inc.	05/25/2023	Management	1	Yes	Elect Director Jeff T. Green	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Andrea Cunningham given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of compensation committee members on ballot, WITHHOLD votes are warranted for incumbent directors Jeff Green and Andrea Cunningham given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
The Trade Desk, Inc.	05/25/2023	Management	2	Yes	Elect Director Andrea L. Cunningham	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Andrea Cunningham given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. In the absence of compensation committee members on ballot, WITHHOLD votes are warranted for incumbent directors Jeff Green and Andrea Cunningham given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
The Trade Desk, Inc.	05/25/2023	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Travelers Companies, Inc.	05/24/2023	Management	1	Yes	Elect Director Alan L. Beller	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	2	Yes	Elect Director Janet M. Dolan	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	3	Yes	Elect Director Russell G. Golden	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	4	Yes	Elect Director Patricia L. Higgins	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	5	Yes	Elect Director William J. Kane	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	6	Yes	Elect Director Thomas B. Leonardi	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	7	Yes	Elect Director Clarence Otis, Jr.	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	8	Yes	Elect Director Elizabeth E. Robinson	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	9	Yes	Elect Director Philip T. (Pete) Ruegger, III	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The Travelers Companies, Inc.	05/24/2023	Management	10	Yes	Elect Director Rafael Santana	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	11	Yes	Elect Director Todd C. Schermerhorn	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	12	Yes	Elect Director Alan D. Schnitzer	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	13	Yes	Elect Director Laurie J. Thomsen	For	For	Against	Against	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	14	Yes	Elect Director Bridget van Kralingen	For	For	For	For	Votes AGAINST Alan Beller, Janet Dolan, Patricia Higgins, William Kane, and Laurie Thomsen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The Travelers Companies, Inc.	05/24/2023	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Travelers Companies, Inc.	05/24/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Travelers Companies, Inc.	05/24/2023	Management	17	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns continue to be raised by the heavy reliance on compensation committee discretion in determining annual incentive payouts and the lack of certain shareholder-friendly disclosures such as per-metric weightings and target pay opportunities. Investors increasingly prefer a more formulaic STI design with key disclosures that provide more transparency into the pay-for-performance linkage. However, there are mitigating factors for the year under review. Specifically, the use of discretion has not resulted in a quantitative pay-for-performance misalignment. Further, key financial metrics considered were consistent and the committee introduced a cap on the CEO's maximum bonus opportunity, which is positive. Moreover, equity awards are majority based on clearly-disclosed multi-year goals, and closing-cycle PSU vesting outcomes are in line with longer term company performance. Continued close monitoring of the STI structure and payouts is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of discretionary determinations and outcomes.
The Travelers Companies, Inc.	05/24/2023	Management	18	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The Travelers Companies, Inc.	05/24/2023	Shareholder	19	Yes	Report on Efforts to Measure, Disclose and Reduce GHG Emissions Associated with Underwriting	Against	Against	For	For	A vote FOR this proposal is warranted, because it would help shareholders better evaluate the company's management of climate risks from its underwriting, investment, and insurance activities.
The Travelers Companies, Inc.	05/24/2023	Shareholder	20	Yes	Adopt Time-Bound Policy to Phase Out Underwriting for New Fossil Fuel Exploration and Development	Against	Against	For	For	A vote FOR this proposal is warranted because it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.

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The Travelers Companies, Inc.	05/24/2023	Shareholder	21	Yes	Oversee and Report on a Third-Party Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Travelers efforts to address the issue of any inequality in its workforce and its management of related risks.
The Travelers Companies, Inc.	05/24/2023	Shareholder	22	Yes	Ensure Policies Do Not Support Police Violations of Civil Rights	Against	Against	For	For	A vote FOR this proposal is warranted. Additional information on the company's policies and practices to ensure that its insurance products does not contribute to police brutality against minority populations would help shareholders assess management's oversight of related risks.
The Travelers Companies, Inc.	05/24/2023	Shareholder	23	No	Adopt Policy to Require Third-Party Organizations to Annually Report Expenditures for Political Activities - Withdrawn					None – this proposal has been withdrawn.
The Walt Disney Company	04/03/2023	Management	1	Yes	Elect Director Mary T. Barra	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	2	Yes	Elect Director Safra A. Catz	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	3	Yes	Elect Director Amy L. Chang	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	4	Yes	Elect Director Francis A. deSouza	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	5	Yes	Elect Director Carolyn N. Everson	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	6	Yes	Elect Director Michael B.G. Froman	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	7	Yes	Elect Director Robert A. Iger	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	8	Yes	Elect Director Maria Elena Lagomasino	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	9	Yes	Elect Director Calvin R. McDonald	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	10	Yes	Elect Director Mark G. Parker	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	11	Yes	Elect Director Deric W. Rice	For	For	For	For	A vote FOR all director nominees is warranted.
The Walt Disney Company	04/03/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Walt Disney Company	04/03/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a large corporate aircraft perquisite to the then-CEO.
The Walt Disney Company	04/03/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
The Walt Disney Company	04/03/2023	Shareholder	15	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The company appears to provide shareholders with sufficient disclosure to assess its management of risks related to its operations in China and to have policies in place that seem to address human rights concerns raised by the proponent.
The Walt Disney Company	04/03/2023	Shareholder	16	Yes	Report on Charitable Contributions	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides sufficient information regarding its charitable contributions, and absent self-dealing or gross negligence, management should be afforded discretion in determining the company's charitable giving strategy.
The Walt Disney Company	04/03/2023	Shareholder	17	Yes	Report on Political Expenditures	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
The Wendy's Company	05/16/2023	Management	1	Yes	Elect Director Nelson Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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The Wendy's Company	05/16/2023	Management	2	Yes	Elect Director Peter W. May	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	3	Yes	Elect Director Matthew H. Peltz	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	4	Yes	Elect Director Michelle Caruso-Cabrera	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	5	Yes	Elect Director Kristin A. Dolan	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	6	Yes	Elect Director Kenneth W. Gilbert	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	7	Yes	Elect Director Richard H. Gomez	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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The Wendy's Company	05/16/2023	Management	8	Yes	Elect Director Joseph A. Levato	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	9	Yes	Elect Director Michelle "Mich" J. Mathews-Spradlin	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	10	Yes	Elect Director Todd A. Penegor	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	11	Yes	Elect Director Peter H. Rothschild	For	For	Against	Against	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	12	Yes	Elect Director Arthur B. Winkleblack	For	For	For	For	Votes AGAINST non-independent nominees Nelson Peltz, Todd Penegor, Joseph Levato, Peter May, Matthew Peltz and Peter Rothschild are warranted for lack of a majority independent board. Votes AGAINST Joseph Levato, Peter May and Peter Rothschild are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Kristin Dolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
The Wendy's Company	05/16/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Wendy's Company	05/16/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Wendy's Company	05/16/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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The Wendy's Company	05/16/2023	Shareholder	16	Yes	Amend Proxy Access Right	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proposed proxy access requirements are less robust than the prevalent market standards. Many shareholders may be uncomfortable with the proposed 2 percent threshold given the company's market cap, especially when combined with the proposed removal of the current 25 shareholder aggregation limit, and may view the current proxy access right as providing a better balance between a meaningful right to participate in the director nomination process with the need to avoid potential disruption.
The Wendy's Company	05/16/2023	Shareholder	17	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
The Wendy's Company	05/16/2023	Shareholder	18	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
The Williams Companies, Inc.	04/25/2023	Management	1	Yes	Elect Director Alan S. Armstrong	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	2	Yes	Elect Director Stephen W. Bergstrom	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	3	Yes	Elect Director Michael A. Creel	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	4	Yes	Elect Director Stacey H. Dore	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	5	Yes	Elect Director Carri A. Lockhart	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	6	Yes	Elect Director Richard E. Muncrief	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	7	Yes	Elect Director Peter A. Ragauss	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	8	Yes	Elect Director Rose M. Robeson	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	9	Yes	Elect Director Scott D. Sheffield	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	10	Yes	Elect Director Murray D. Smith	For	For	Against	Against	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	11	Yes	Elect Director William H. Spence	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	12	Yes	Elect Director Jesse J. Tyson	For	For	For	For	Votes AGAINST Murray Smith are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
The Williams Companies, Inc.	04/25/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Williams Companies, Inc.	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were largely based on pre-set objective measures and long-term incentives were majority performance-conditioned with multi-year measurement periods.

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The Williams Companies, Inc.	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Thermo Fisher Scientific Inc.	05/24/2023	Management	1	Yes	Elect Director Marc N. Casper	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	2	Yes	Elect Director Nelson J. Chai	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	3	Yes	Elect Director Ruby R. Chandy	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	4	Yes	Elect Director C. Martin Harris	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	5	Yes	Elect Director Tyler Jacks	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	6	Yes	Elect Director R. Alexandra Keith	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	7	Yes	Elect Director James C. Mullen	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Thermo Fisher Scientific Inc.	05/24/2023	Management	8	Yes	Elect Director Lars R. Sorensen	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	9	Yes	Elect Director Debora L. Spar	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	10	Yes	Elect Director Scott M. Sperling	For	For	Against	Against	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	11	Yes	Elect Director Dion J. Weisler	For	For	For	For	Votes AGAINST non-independent nominees Marc Casper, Scott Sperling, Nelson Chai, C. Martin Harris, Tyler Jacks, James (Jim) Mullen and Lars Soerensen are warranted for lack of a majority independent board. Votes AGAINST Scott Sperling, Nelson Chai, C. Martin Harris and Lars Soerensen are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Thermo Fisher Scientific Inc.	05/24/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Thermo Fisher Scientific Inc.	05/24/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Thermo Fisher Scientific Inc.	05/24/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Thermo Fisher Scientific Inc.	05/24/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Thermo Fisher Scientific Inc.	05/24/2023	Management	16	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Thoughtworks Holding, Inc.	06/05/2023	Management	1	Yes	Elect Director Gina Loftin	For	For	For	For	WITHHOLD votes for Salim Nathoo are warranted for serving as a non-independent member of a key board committee and for failing to attend at least 75 percent of board and committee meetings in 2022. WITHHOLD votes for incumbent directors Salim Nathoo, and William Parrett are warranted given the board's failure to remove, or subject to a sunset requirement the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Gina Loftin is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Thoughtworks Holding, Inc.	06/05/2023	Management	2	Yes	Elect Director Salim Nathoo	For	Withhold	Withhold	Withhold	WITHHOLD votes for Salim Nathoo are warranted for serving as a non-independent member of a key board committee and for failing to attend at least 75 percent of board and committee meetings in 2022. WITHHOLD votes for incumbent directors Salim Nathoo, and William Parrett are warranted given the board's failure to remove, or subject to a sunset requirement the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Gina Loftin is warranted.
Thoughtworks Holding, Inc.	06/05/2023	Management	3	Yes	Elect Director William Parrett	For	Withhold	Withhold	Withhold	WITHHOLD votes for Salim Nathoo are warranted for serving as a non-independent member of a key board committee and for failing to attend at least 75 percent of board and committee meetings in 2022. WITHHOLD votes for incumbent directors Salim Nathoo, and William Parrett are warranted given the board's failure to remove, or subject to a sunset requirement the pop-up supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Gina Loftin is warranted.
Thoughtworks Holding, Inc.	06/05/2023	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Thoughtworks Holding, Inc.	06/05/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Toast, Inc.	06/08/2023	Management	1	Yes	Elect Director Kent Bennett	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Kent Bennett and Susan Chapman-Hughes given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Mark Hawkins is warranted.
Toast, Inc.	06/08/2023	Management	2	Yes	Elect Director Susan E. Chapman-Hughes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee members Kent Bennett and Susan Chapman-Hughes given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Mark Hawkins is warranted.
Toast, Inc.	06/08/2023	Management	3	Yes	Elect Director Mark Hawkins	For	For	For	For	WITHHOLD votes are warranted for Governance Committee members Kent Bennett and Susan Chapman-Hughes given the board's failure to remove, or subject to a sunset requirement, the classified board structure and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR director nominee Mark Hawkins is warranted.
Toast, Inc.	06/08/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Toast, Inc.	06/08/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Toll Brothers, Inc.	03/07/2023	Management	1	Yes	Elect Director Douglas C. Yearley, Jr.	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Toll Brothers, Inc.	03/07/2023	Management	2	Yes	Elect Director Stephen F. East	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	3	Yes	Elect Director Christine N. Garvey	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	4	Yes	Elect Director Karen H. Grimes	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	5	Yes	Elect Director Derek T. Kan	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	6	Yes	Elect Director Carl B. Marbach	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	7	Yes	Elect Director John A. McLean	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	8	Yes	Elect Director Wendell E. Pritchett	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	9	Yes	Elect Director Paul E. Shapiro	For	For	Against	Against	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	10	Yes	Elect Director Scott D. Stowell	For	For	For	For	Votes AGAINST Paul Shapiro, Christine Garvey and Carl Marbach are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Toll Brothers, Inc.	03/07/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Toll Brothers, Inc.	03/07/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Toll Brothers, Inc.	03/07/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
TopBuild Corp.	05/01/2023	Management	1	Yes	Elect Director Alec C. Covington	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	2	Yes	Elect Director Ernesto Bautista, III	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	3	Yes	Elect Director Robert M. Buck	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	4	Yes	Elect Director Joseph S. Cantie	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	5	Yes	Elect Director Tina M. Donikowski	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	6	Yes	Elect Director Deirdre C. Drake	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	7	Yes	Elect Director Mark A. Petrarca	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	8	Yes	Elect Director Nancy M. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
TopBuild Corp.	05/01/2023	Management	9	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TopBuild Corp.	05/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Tractor Supply Company	05/11/2023	Management	1	Yes	Elect Director Joy Brown	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Tractor Supply Company	05/11/2023	Management	2	Yes	Elect Director Ricardo Cardenas	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2023	Management	3	Yes	Elect Director Andre Hawaux	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2023	Management	4	Yes	Elect Director Denise L. Jackson	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2023	Management	5	Yes	Elect Director Ramkumar Krishnan	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2023	Management	6	Yes	Elect Director Edna K. Morris	For	For	Against	Against	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2023	Management	7	Yes	Elect Director Mark J. Weikel	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2023	Management	8	Yes	Elect Director Harry A. Lawton, III	For	For	For	For	Votes AGAINST Edna Morris are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tractor Supply Company	05/11/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tractor Supply Company	05/11/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives were primarily based on a pre-set financial metric and half of the long-term incentives are targeted to be based on multi-year performance, although there is some concern about incomplete goal disclosure in the annual and long-term incentive plans.
Tractor Supply Company	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tradeweb Markets Inc.	05/15/2023	Management	1	Yes	Elect Director Troy Dixon	For	For	For	For	WITHHOLD votes for director nominees Scott Ganeles and Murray Roos are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee member Scott Ganeles are warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment. WITHHOLD votes for non-independent nominees Catherine Johnson and Murray Roos are warranted for lack of a majority independent board. A vote FOR Troy Dixon is warranted.
Tradeweb Markets Inc.	05/15/2023	Management	2	Yes	Elect Director Scott Ganeles	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Scott Ganeles and Murray Roos are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee member Scott Ganeles are warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment. WITHHOLD votes for non-independent nominees Catherine Johnson and Murray Roos are warranted for lack of a majority independent board. A vote FOR Troy Dixon is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tradeweb Markets Inc.	05/15/2023	Management	3	Yes	Elect Director Catherine Johnson	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Scott Ganeles and Murray Roos are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee member Scott Ganeles are warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment. WITHHOLD votes for non-independent nominees Catherine Johnson and Murray Roos are warranted for lack of a majority independent board. A vote FOR Troy Dixon is warranted.
Tradeweb Markets Inc.	05/15/2023	Management	4	Yes	Elect Director Murray Roos	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Scott Ganeles and Murray Roos are warranted given the board's failure to remove, or subject to a sunset requirement, the problematic capital structure, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for compensation committee member Scott Ganeles are warranted in the absence of a say-on-pay proposal on the ballot, due to an unmitigated pay-for-performance misalignment. WITHHOLD votes for non-independent nominees Catherine Johnson and Murray Roos are warranted for lack of a majority independent board. A vote FOR Troy Dixon is warranted.
Tradeweb Markets Inc.	05/15/2023	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Trane Technologies Plc	06/01/2023	Management	1	Yes	Elect Director Kirk E. Arnold	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	2	Yes	Elect Director Ann C. Berzin	For	For	Against	Against	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	3	Yes	Elect Director April Miller Boise	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	4	Yes	Elect Director Gary D. Forsee	For	For	Against	Against	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	5	Yes	Elect Director Mark R. George	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	6	Yes	Elect Director John A. Hayes	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	7	Yes	Elect Director Linda P. Hudson	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	8	Yes	Elect Director Myles P. Lee	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Trane Technologies Plc	06/01/2023	Management	9	Yes	Elect Director David S. Regnery	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	10	Yes	Elect Director Melissa N. Schaeffer	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	11	Yes	Elect Director John P. Surma	For	For	For	For	Votes AGAINST Gary Forsee and Ann Berzin are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Trane Technologies Plc	06/01/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Trane Technologies Plc	06/01/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of compensation is based on clearly disclosed financial performance objectives and the company targets half of equity awards to be conditioned on three-year performance goals.
Trane Technologies Plc	06/01/2023	Management	14	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Trane Technologies Plc	06/01/2023	Management	15	Yes	Authorize Issue of Equity	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Trane Technologies Plc	06/01/2023	Management	16	Yes	Authorize Issue of Equity without Pre-emptive Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Trane Technologies Plc	06/01/2023	Management	17	Yes	Authorize Reissuance of Repurchased Shares	For	For	For	For	A vote FOR this resolution is warranted because this is a routine item for companies incorporated in Ireland, and no significant concerns have been identified.
TransDigm Group Incorporated	03/09/2023	Management	1	Yes	Elect Director David Barr	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	2	Yes	Elect Director Jane Cronin	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.

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TransDigm Group Incorporated	03/09/2023	Management	3	Yes	Elect Director Mervin Dunn	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	4	Yes	Elect Director Michael Graff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	5	Yes	Elect Director Sean Hennessy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	6	Yes	Elect Director W. Nicholas Howley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	7	Yes	Elect Director Gary E. McCullough	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TransDigm Group Incorporated	03/09/2023	Management	8	Yes	Elect Director Michele Santana	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	9	Yes	Elect Director Robert Small	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	10	Yes	Elect Director John Staer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	11	Yes	Elect Director Kevin Stein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy, Robert Small and John Staer are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted due to insufficient responsiveness to last year's low say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	03/09/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TransDigm Group Incorporated	03/09/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following another low-say-on-pay vote, the compensation committee did not demonstrate sufficient responsiveness to shareholder concerns. Further, pay-for-performance concerns are again raised, including a discretionary adjustment to the annual incentive payout without compelling rationale and ongoing magnitude concerns with equity awards.
TransDigm Group Incorporated	03/09/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	None	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TransUnion	05/04/2023	Management	1	Yes	Elect Director George M. Awad	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	2	Yes	Elect Director William P. (Billy) Bosworth	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	3	Yes	Elect Director Christopher A. Cartwright	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	4	Yes	Elect Director Suzanne P. Clark	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	5	Yes	Elect Director Hamidou Dia	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	6	Yes	Elect Director Russell P. Fradin	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	7	Yes	Elect Director Charles E. Gottdiener	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	8	Yes	Elect Director Pamela A. Joseph	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	9	Yes	Elect Director Thomas L. Monahan, III	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	10	Yes	Elect Director Ravi Kumar Singiseti	For	For	For	For	A vote FOR Ravi Kumar Singiseti is warranted.
TransUnion	05/04/2023	Management	11	Yes	Elect Director Linda K. Zukauckas	For	For	For	For	Votes AGAINST Ravi Kumar Singiseti are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
TransUnion	05/04/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
TransUnion	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Trex Company, Inc.	05/04/2023	Management	1	Yes	Elect Director Jay M. Gratz	For	For	Against	Against	Votes AGAINST non-independent nominees Jay Gratz and Ronald (Ron) Kaplan are warranted for lack of a majority independent board. Votes AGAINST Jay Gratz are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gerald Volas is warranted.
Trex Company, Inc.	05/04/2023	Management	2	Yes	Elect Director Ronald W. Kaplan	For	For	Against	Against	Votes AGAINST non-independent nominees Jay Gratz and Ronald (Ron) Kaplan are warranted for lack of a majority independent board. Votes AGAINST Jay Gratz are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gerald Volas is warranted.
Trex Company, Inc.	05/04/2023	Management	3	Yes	Elect Director Gerald Volas	For	For	For	For	Votes AGAINST non-independent nominees Jay Gratz and Ronald (Ron) Kaplan are warranted for lack of a majority independent board. Votes AGAINST Jay Gratz are also warranted for serving as a non-independent member of a key board committee. A vote FOR Gerald Volas is warranted.

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Trex Company, Inc.	05/04/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Trex Company, Inc.	05/04/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Trex Company, Inc.	05/04/2023	Management	6	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Trex Company, Inc.	05/04/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Trimble Inc.	06/01/2023	Management	1	Yes	Elect Director James C. Dalton	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	2	Yes	Elect Director Borje Ekholm	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	3	Yes	Elect Director Ann Fandozzi	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	4	Yes	Elect Director Kaigham (Ken) Gabriel	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	5	Yes	Elect Director Meaghan Lloyd	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	6	Yes	Elect Director Sandra MacQuillan	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	7	Yes	Elect Director Robert G. Painter	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	8	Yes	Elect Director Mark S. Peek	For	For	Withhold	Withhold	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	9	Yes	Elect Director Thomas Sweet	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	10	Yes	Elect Director Johan Wibergh	For	For	For	For	WITHHOLD votes for Mark Peek are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Trimble Inc.	06/01/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are entirely based on financial performance and reverted to an annual performance period in 2022. Although there is some concern about the LTIP structure, including the relative TSR metric, which targets merely the median with no disclosed cap on payouts in the event of negative TSR, the CEO's long-term incentives are primarily performance based and all performance equity utilizes a multi-year performance period.
Trimble Inc.	06/01/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Trimble Inc.	06/01/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TripAdvisor, Inc.	06/06/2023	Management	1	Yes	Elect Director Gregory B. Maffei	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	2	Yes	Elect Director Matt Goldberg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

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TripAdvisor, Inc.	06/06/2023	Management	3	Yes	Elect Director Jay C. Hoag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	4	Yes	Elect Director Betsy L. Morgan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

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TripAdvisor, Inc.	06/06/2023	Management	5	Yes	Elect Director M. Greg O'Hara	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	6	Yes	Elect Director Jeremy Philips	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

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TripAdvisor, Inc.	06/06/2023	Management	7	Yes	Elect Director Albert E. Rosenthaler	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	8	Yes	Elect Director Jane Jie Sun	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.

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TripAdvisor, Inc.	06/06/2023	Management	9	Yes	Elect Director Trynka Shineman Blake	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	10	Yes	Elect Director Robert S. Wiesenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gregory (Greg) Maffei, Matthew (Matt) Goldberg, Jeremy Philips, Albert Rosenthaler and Robert (Rob) Wiesenthal are warranted for lack of a majority independent board and due to the company's lack of a formal nominating committee. WITHHOLD votes for Gregory (Greg) Maffei, Jeremy Philips and Robert (Rob) Wiesenthal are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Gregory (Greg) Maffei are further warranted for serving as a non-independent member of a key board committee and for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a governance committee, WITHHOLD votes for incumbent director nominees Gregory (Greg) Maffei, Jay Hoag, Betsy Morgan, Michael (Greg) O'Hara, Jeremy Philips, Albert Rosenthaler, Katryn (Trynka) Shineman Blake, Jane Sun, and Robert (Rob) Wiesenthal are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. In the absence of a say-on-pay proposal on ballot, WITHHOLD votes for compensation committee members Betsy Morgan, Jay Hoag, and Gregory Maffei are warranted due to an unmitigated pay-for-performance misalignment.
TripAdvisor, Inc.	06/06/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TripAdvisor, Inc.	06/06/2023	Management	12	Yes	Change State of Incorporation from Delaware to Nevada	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the potential financial benefits resulting from the reincorporation are not considered to outweigh the potential negative effects to shareholder rights.
TripAdvisor, Inc.	06/06/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.40 percent is excessive. * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Truist Financial Corporation	04/25/2023	Management	1	Yes	Elect Director Jennifer S. Banner	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	2	Yes	Elect Director K. David Boyer, Jr.	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	3	Yes	Elect Director Agnes Bundy Scanlan	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	4	Yes	Elect Director Anna R. Cablik	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	5	Yes	Elect Director Dallas S. Clement	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	6	Yes	Elect Director Paul D. Donahue	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	7	Yes	Elect Director Patrick C. Graney, III	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	8	Yes	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	9	Yes	Elect Director Kelly S. King	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	10	Yes	Elect Director Easter A. Maynard	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	11	Yes	Elect Director Donna S. Morea	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	12	Yes	Elect Director Charles A. Patton	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Truist Financial Corporation	04/25/2023	Management	13	Yes	Elect Director Nido R. Qubein	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	14	Yes	Elect Director David M. Ratcliffe	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	15	Yes	Elect Director William H. Rogers, Jr.	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	16	Yes	Elect Director Frank P. Scruggs, Jr.	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	17	Yes	Elect Director Christine Sears	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	18	Yes	Elect Director Thomas E. Skains	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	19	Yes	Elect Director Bruce L. Tanner	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	20	Yes	Elect Director Thomas N. Thompson	For	For	Against	Against	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	21	Yes	Elect Director Steven C. Voorhees	For	For	For	For	Votes AGAINST Thomas Skains, Jennifer Banner, K. David Boyer Jr., Anna Cablik and Thomas Thompson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Truist Financial Corporation	04/25/2023	Management	22	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Truist Financial Corporation	04/25/2023	Management	23	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. That being said, significant components of the pay program merely target median performance, which is not considered particularly rigorous.
Truist Financial Corporation	04/25/2023	Management	24	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Truist Financial Corporation	04/25/2023	Shareholder	25	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent board chair.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Twilio Inc.	06/13/2023	Management	1	Yes	Elect Director Charles Bell	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member, Erika Rottenberg, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Twilio Inc.	06/13/2023	Management	2	Yes	Elect Director Jeffrey Immelt	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member, Erika Rottenberg, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Twilio Inc.	06/13/2023	Management	3	Yes	Elect Director Erika Rottenberg	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member, Erika Rottenberg, given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Twilio Inc.	06/13/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Twilio Inc.	06/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the company implemented a performance equity program that utilizes rigorous goals, a significantly positive development, other concerns remain. The new triennial grant structure locks certain concerning features into the pay program until the next grant, which include a relatively low percentage of the grant that was in performance equity (for a front-loaded grant) and the award only utilizing annualized performance periods. In addition, the grant value, even when annualized, is relatively large. NEO base salaries were also relatively high, and one NEO received a large sign-on award that lacked performance-conditioned equity.
Tyler Technologies, Inc.	05/11/2023	Management	1	Yes	Elect Director Glenn A. Carter	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	2	Yes	Elect Director Brenda A. Cline	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	3	Yes	Elect Director Ronnie D. Hawkins, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	4	Yes	Elect Director Mary L. Landrieu	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	5	Yes	Elect Director John S. Marr, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	6	Yes	Elect Director H. Lynn Moore, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	7	Yes	Elect Director Daniel M. Pope	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	8	Yes	Elect Director Dustin R. Womble	For	For	For	For	A vote FOR all director nominees is warranted.
Tyler Technologies, Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The STI plan is based entirely on pre-set financial goals, and half the long-term incentives are performance-based.
Tyler Technologies, Inc.	05/11/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tyler Technologies, Inc.	05/11/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tyson Foods, Inc.	02/09/2023	Management	1	Yes	Elect Director John H. Tyson	For	Against	Against	Against	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	2	Yes	Elect Director Les R. Baledge	For	Against	Against	Against	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	3	Yes	Elect Director Mike Beebe	For	Against	Against	Against	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	4	Yes	Elect Director Maria Claudia Borrás	For	For	For	For	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	5	Yes	Elect Director David J. Bronczek	For	Against	Against	Against	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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Tyson Foods, Inc.	02/09/2023	Management	6	Yes	Elect Director Mikel A. Durham	For	For	For	For	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	7	Yes	Elect Director Donnie King	For	For	For	For	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	8	Yes	Elect Director Jonathan D. Mariner	For	For	For	For	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	9	Yes	Elect Director Kevin M. McNamara	For	For	Against	Against	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	10	Yes	Elect Director Cheryl S. Miller	For	For	For	For	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Tyson Foods, Inc.	02/09/2023	Management	11	Yes	Elect Director Jeffrey K. Schomburger	For	For	For	For	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	12	Yes	Elect Director Barbara A. Tyson	For	Against	Against	Against	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	13	Yes	Elect Director Noel White	For	For	For	For	Votes AGAINST Kevin McNamara are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee members Les Baledge, Mike Beebe, and David Bronczek are warranted given the board's failure to remove, or subject to a reasonable sunset requirement, the company's dual-class capital structure. Votes AGAINST John Tyson and Barbara Tyson are warranted as their ownership of the supervoting shares through the Tyson Limited Partnership provide them with voting power control of the company. A vote FOR the remaining director nominees is warranted.
Tyson Foods, Inc.	02/09/2023	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tyson Foods, Inc.	02/09/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.
Tyson Foods, Inc.	02/09/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Tyson Foods, Inc.	02/09/2023	Management	17	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Tyson Foods, Inc.	02/09/2023	Shareholder	18	Yes	Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains	Against	Against	For	For	A vote FOR this proposal is warranted as there are industry trends towards phasing out usage of antimicrobials in animal-related food production based on evidence that their routine use in food production contributes to the global problem of antibiotic resistance. Additionally, lack of compliance with WHO guidelines could potentially expose the company to both reputational and regulatory risks.
U.S. Bancorp	04/18/2023	Management	1	Yes	Elect Director Warner L. Baxter	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	2	Yes	Elect Director Dorothy J. Bridges	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	3	Yes	Elect Director Elizabeth L. Buse	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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U.S. Bancorp	04/18/2023	Management	4	Yes	Elect Director Andrew Cecere	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	5	Yes	Elect Director Alan B. Colberg	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	6	Yes	Elect Director Kimberly N. Ellison-Taylor	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	7	Yes	Elect Director Kimberly J. Harris	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	8	Yes	Elect Director Roland A. Hernandez	For	For	Against	Against	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	9	Yes	Elect Director Richard P. McKenney	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	10	Yes	Elect Director Yusuf I. Mehdi	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	11	Yes	Elect Director Loretta E. Reynolds	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	12	Yes	Elect Director John P. Wiehoff	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	13	Yes	Elect Director Scott W. Wine	For	For	For	For	Votes AGAINST Roland Hernandez are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
U.S. Bancorp	04/18/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern regarding the significant increase to the CEO's target STI opportunity, given sustained TSR underperformance, and the lack of complete disclosure of target goals and achieved results under the STI program. Additionally, the relative LTI metrics target the median, which is not considered particularly rigorous. While these issues warrant continued close monitoring, there are mitigating factors. Notably, pay and performance are reasonably aligned for the year in review. Additionally, STI funding is based on pre-set financial goals and the majority of equity awards vest based on multi-year performance. Lastly, three-year realizable pay is directionally aligned with TSR performance over the same period. Continued close monitoring of pay program disclosure and resulting payouts is warranted.
U.S. Bancorp	04/18/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
U.S. Bancorp	04/18/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Uber Technologies, Inc.	05/08/2023	Management	1	Yes	Elect Director Ronald Sugar	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	2	Yes	Elect Director Revathi Advaiti	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	3	Yes	Elect Director Ursula Burns	For	For	Against	Against	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Uber Technologies, Inc.	05/08/2023	Management	4	Yes	Elect Director Robert Eckert	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	5	Yes	Elect Director Amanda Ginsberg	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	6	Yes	Elect Director Dara Khosrowshahi	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	7	Yes	Elect Director Wan Ling Martello	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	8	Yes	Elect Director John Thain	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	9	Yes	Elect Director David I. Trujillo	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	10	Yes	Elect Director Alexander Wynaendts	For	For	For	For	Votes AGAINST Ursula Burns are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Uber Technologies, Inc.	05/08/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the excessive amount of transportation and security-related perquisites provided to the CEO. Further, equity award arrangements provide for automatic accelerated vesting upon a change-in-control.
Uber Technologies, Inc.	05/08/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Uber Technologies, Inc.	05/08/2023	Shareholder	13	Yes	Commission a Third-Party Audit on Driver Health and Safety	Against	Against	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on driver health and safety, to better understand and assess the company's safety policies, programs, and oversight mechanisms.
UDR, Inc.	06/01/2023	Management	1	Yes	Elect Director Katherine A. Cattanach	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	2	Yes	Elect Director Jon A. Grove	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	3	Yes	Elect Director Mary Ann King	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	4	Yes	Elect Director James D. Klingbeil	For	For	Against	Against	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	5	Yes	Elect Director Clint D. McDonnough	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	6	Yes	Elect Director Robert A. McNamara	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	7	Yes	Elect Director Diane M. Morefield	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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UDR, Inc.	06/01/2023	Management	8	Yes	Elect Director Kevin C. Nickelberry	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanaach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	9	Yes	Elect Director Mark R. Patterson	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanaach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	10	Yes	Elect Director Thomas W. Toomey	For	For	For	For	Votes AGAINST James Klingbeil, Katherine Cattanaach and Jon Grove are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UDR, Inc.	06/01/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The STI plan is primarily based on pre-set measures and annual equity awards are entirely performance-based with forward-looking goals disclosed.
UDR, Inc.	06/01/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UDR, Inc.	06/01/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UGI Corporation	01/27/2023	Management	1	Yes	Elect Director Frank S. Hermance	For	For	Against	Against	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	2	Yes	Elect Director M. Shawn Bort	For	For	Against	Against	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	3	Yes	Elect Director Theodore A. Dosch	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	4	Yes	Elect Director Alan N. Harris	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	5	Yes	Elect Director Mario Longhi	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	6	Yes	Elect Director William J. Marrazzo	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	7	Yes	Elect Director Cindy J. Miller	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	8	Yes	Elect Director Roger Perreault	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	9	Yes	Elect Director Kelly A. Romano	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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UGI Corporation	01/27/2023	Management	10	Yes	Elect Director James B. Stallings, Jr.	For	For	For	For	Votes AGAINST Frank Hermance and M. Shawn Bort are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
UGI Corporation	01/27/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics, and while a majority of long-term incentives are time vesting, performance-based awards are measured over a multi-year period with forward looking targets disclosed.
UGI Corporation	01/27/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UGI Corporation	01/27/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UiPath, Inc.	06/15/2023	Management	1	Yes	Elect Director Daniel Dines	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance members Philippe Botteri and Laela Sturdy for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Daniel Dines as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/15/2023	Management	2	Yes	Elect Director Philippe Botteri	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance members Philippe Botteri and Laela Sturdy for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Daniel Dines as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/15/2023	Management	3	Yes	Elect Director Michael Gordon	For	For	For	For	WITHHOLD votes are warranted for incumbent governance members Philippe Botteri and Laela Sturdy for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Daniel Dines as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/15/2023	Management	4	Yes	Elect Director Daniel D. Springer	For	For	For	For	WITHHOLD votes are warranted for incumbent governance members Philippe Botteri and Laela Sturdy for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Daniel Dines as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/15/2023	Management	5	Yes	Elect Director Laela Sturdy	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent governance members Philippe Botteri and Laela Sturdy for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Daniel Dines as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.

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UiPath, Inc.	06/15/2023	Management	6	Yes	Elect Director Karenann Terrell	For	For	For	For	WITHHOLD votes are warranted for incumbent governance members Philippe Botteri and Laela Sturdy for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Daniel Dines as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/15/2023	Management	7	Yes	Elect Director Richard P. Wong	For	For	For	For	WITHHOLD votes are warranted for incumbent governance members Philippe Botteri and Laela Sturdy for maintaining a multi-class capital structure with unequal voting rights that is not subject to a reasonable time-based sunset provision. WITHHOLD votes are warranted for Daniel Dines as his ownership of the supervoting shares provides him with voting power control of the company. A vote FOR the remaining director nominees is warranted.
UiPath, Inc.	06/15/2023	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual bonus did not disclose targets or actual performance. Further, the company granted sizeable new-hire awards in addition to retention awards only a few months later to the new hires. No portion of the new-hire, retention, or annual equity grant utilized pre-set performance criteria.
UiPath, Inc.	06/15/2023	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UiPath, Inc.	06/15/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ulta Beauty, Inc.	06/01/2023	Management	1	Yes	Elect Director Michelle L. Collins	For	For	For	For	A vote FOR all director nominees is warranted.
Ulta Beauty, Inc.	06/01/2023	Management	2	Yes	Elect Director Patricia A. Little	For	For	For	For	A vote FOR all director nominees is warranted.
Ulta Beauty, Inc.	06/01/2023	Management	3	Yes	Elect Director Heidi G. Petz	For	For	For	For	A vote FOR all director nominees is warranted.
Ulta Beauty, Inc.	06/01/2023	Management	4	Yes	Elect Director Michael C. Smith	For	For	For	For	A vote FOR all director nominees is warranted.
Ulta Beauty, Inc.	06/01/2023	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as declassification would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Ulta Beauty, Inc.	06/01/2023	Management	6	Yes	Provide Directors May Be Removed With or Without Cause	For	For	For	For	A vote FOR this proposal is warranted as the ability to remove directors with or without cause is considered to enhance shareholder rights.
Ulta Beauty, Inc.	06/01/2023	Management	7	Yes	Eliminate Supermajority Vote Requirement to Amend Certificate of Incorporation	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Ulta Beauty, Inc.	06/01/2023	Management	8	Yes	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Ulta Beauty, Inc.	06/01/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Ulta Beauty, Inc.	06/01/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on a financial metric, and the company targeted half of equity awards as performance conditioned.
Ulta Beauty, Inc.	06/01/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	1	Yes	Elect Director Emil D. Kakkis	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	2	Yes	Elect Director Shehnaaz Suliman	For	For	For	For	A vote FOR all director nominees is warranted.

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Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	3	Yes	Elect Director Daniel G. Welch	For	For	For	For	A vote FOR all director nominees is warranted.
Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	4	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 22.27 percent is excessive.
Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Union Pacific Corporation	05/18/2023	Management	1	Yes	Elect Director William J. DeLaney	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	2	Yes	Elect Director David B. Dillon	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	3	Yes	Elect Director Sheri H. Edison	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	4	Yes	Elect Director Teresa M. Finley	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	5	Yes	Elect Director Lance M. Fritz	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	6	Yes	Elect Director Deborah C. Hopkins	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	7	Yes	Elect Director Jane H. Lute	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	8	Yes	Elect Director Michael R. McCarthy	For	For	Against	Against	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	9	Yes	Elect Director Jose H. Villarreal	For	For	Against	Against	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	10	Yes	Elect Director Christopher J. Williams	For	For	For	For	Votes AGAINST Michael McCarthy and Jose Villarreal are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Union Pacific Corporation	05/18/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Union Pacific Corporation	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for this time.

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Union Pacific Corporation	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Union Pacific Corporation	05/18/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Union Pacific Corporation	05/18/2023	Shareholder	15	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	
Union Pacific Corporation	05/18/2023	Shareholder	16	Yes	Adopt a Paid Sick Leave Policy	Against	Against	For	For	A vote FOR this resolution is warranted as it would provide shareholders with greater assurance that the company's workforce has reasonable access to sick leave, which would provide consistent expectations as concerns regarding societal health are on the rise. Additionally, the implementation of this proposal would allow shareholders to better assess whether the company is adhering to its stated commitment to colleague health and its management of related risks.
United Airlines Holdings, Inc.	05/24/2023	Management	1	Yes	Elect Director Carolyn Corvi	For	For	Against	Against	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	2	Yes	Elect Director Matthew Friend	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	3	Yes	Elect Director Barney Harford	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	4	Yes	Elect Director Michele J. Hooper	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	5	Yes	Elect Director Walter Isaacson	For	For	Against	Against	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	6	Yes	Elect Director James A. C. Kennedy	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	7	Yes	Elect Director J. Scott Kirby	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	8	Yes	Elect Director Edward M. Philip	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	9	Yes	Elect Director Edward L. Shapiro	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	10	Yes	Elect Director Laysha Ward	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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United Airlines Holdings, Inc.	05/24/2023	Management	11	Yes	Elect Director James M. Whitehurst	For	For	For	For	Votes AGAINST Carolyn Corvi and Walter Isaacson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Airlines Holdings, Inc.	05/24/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Airlines Holdings, Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.
United Airlines Holdings, Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United Airlines Holdings, Inc.	05/24/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The company's three-year average burn rate is excessive.
United Airlines Holdings, Inc.	05/24/2023	Management	16	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted. Although the three-year average burn rate exceeds the Public Fund Advisory Services Benchmark, the qualitative review of director compensation indicates that the director compensation program exhibits sufficient positive features that align the interests of directors and shareholders and mitigate risk.
United Parcel Service, Inc.	05/04/2023	Management	1	Yes	Elect Director Carol Tome	For	For	For	For	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	2	Yes	Elect Director Rodney Adkins	For	For	For	For	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	3	Yes	Elect Director Eva Boratto	For	For	For	For	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	4	Yes	Elect Director Michael Burns	For	For	Against	Against	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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United Parcel Service, Inc.	05/04/2023	Management	5	Yes	Elect Director Wayne Hewett	For	For	For	For	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	6	Yes	Elect Director Angela Hwang	For	For	For	For	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	7	Yes	Elect Director Kate Johnson	For	Against	Against	Against	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	8	Yes	Elect Director William Johnson	For	Against	Against	Against	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	9	Yes	Elect Director Franck Moison	For	Against	Against	Against	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	10	Yes	Elect Director Christiana Smith Shi	For	For	For	For	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	11	Yes	Elect Director Russell Stokes	For	Against	Against	Against	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Parcel Service, Inc.	05/04/2023	Management	12	Yes	Elect Director Kevin Warsh	For	Against	Against	Against	Votes AGAINST governance committee members William Johnson, Kathleen Johnson, Franck Moison, Russell Stokes, and Kevin Warsh are warranted given the problematic capital structure that negatively impacts shareholder rights. Votes AGAINST William (Bill) Johnson and Michael (Mike) Burns are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Parcel Service, Inc.	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concern is raised given that performance share goals are not forwardly disclosed. However, annual incentives are entirely based on pre-set financial metrics and annual equity awards are primarily performance-conditioned and use multi-year performance periods.
United Parcel Service, Inc.	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United Parcel Service, Inc.	05/04/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Parcel Service, Inc.	05/04/2023	Shareholder	16	Yes	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	For	For	A vote FOR this proposal is warranted, as it would provide all shareholders with equal voting rights on all matters.
United Parcel Service, Inc.	05/04/2023	Shareholder	17	Yes	Adopt Independently Verified Science-Based Greenhouse Gas Emissions Reduction Targets in Line with the Paris Climate Agreement	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
United Parcel Service, Inc.	05/04/2023	Shareholder	18	Yes	Report on Integrating GHG Emissions Reductions Targets into Executive Compensation	Against	For	For	For	A vote FOR this proposal is warranted because this request is not considered burdensome and there is some ambiguity around how and whether the company's executive compensation strategy includes climate goals.
United Parcel Service, Inc.	05/04/2023	Shareholder	19	Yes	Report on Just Transition	Against	For	For	For	A vote FOR this proposal is warranted to provide shareholders with disclosure on how the company is assessing and mitigating related risks.
United Parcel Service, Inc.	05/04/2023	Shareholder	20	Yes	Report on Risk Due to Restrictions on Reproductive Rights	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
United Parcel Service, Inc.	05/04/2023	Shareholder	21	Yes	Oversee and Report a Civil Rights Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies and disclosures provide adequate information for shareholders to determine whether its employee programs and training materials are having a reverse discrimination effect.
United Parcel Service, Inc.	05/04/2023	Shareholder	22	Yes	Report on Effectiveness of Diversity, Equity, and Inclusion Efforts	Against	For	For	For	A vote FOR this resolution is warranted, as reporting quantitative and comparable diversity statistics would allow shareholders to better assess the effectiveness of the company's diversity initiatives and its management of related risks.
United Rentals, Inc.	05/04/2023	Management	1	Yes	Elect Director Jose B. Alvarez	For	For	Against	Against	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	2	Yes	Elect Director Marc A. Bruno	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Rentals, Inc.	05/04/2023	Management	3	Yes	Elect Director Larry D. De Shon	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	4	Yes	Elect Director Matthew J. Flannery	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	5	Yes	Elect Director Bobby J. Griffin	For	For	Against	Against	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	6	Yes	Elect Director Kim Harris Jones	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	7	Yes	Elect Director Terri L. Kelly	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	8	Yes	Elect Director Michael J. Kneeland	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	9	Yes	Elect Director Francisco J. Lopez-Balboa	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	10	Yes	Elect Director Gracia C. Martore	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	11	Yes	Elect Director Shiv Singh	For	For	For	For	Votes AGAINST Bobby Griffin and Jose Alvarez are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Rentals, Inc.	05/04/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
United Rentals, Inc.	05/04/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.
United Rentals, Inc.	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United Rentals, Inc.	05/04/2023	Management	15	Yes	Reduce Ownership Threshold for Shareholders to Request Action by Written Consent to 15%	For	For	For	For	A vote FOR this proposal is warranted. Reducing the ownership threshold required to request a record date to initiate written consent from 25 percent to 15 percent would enhance shareholder rights.
United Rentals, Inc.	05/04/2023	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Request Action by Written Consent to 10%	Against	For	For	For	A vote FOR this proposal is warranted, as further reducing the ownership threshold to initiate action by written consent would give shareholders a more meaningful written consent right.
United States Steel Corporation	04/25/2023	Management	1	Yes	Elect Director Tracy A. Atkinson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	2	Yes	Elect Director Andrea J. Ayers	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United States Steel Corporation	04/25/2023	Management	3	Yes	Elect Director David B. Burritt	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	4	Yes	Elect Director Alicia J. Davis	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	5	Yes	Elect Director Terry L. Dunlap	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	6	Yes	Elect Director John J. Engel	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	7	Yes	Elect Director John V. Faraci	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	8	Yes	Elect Director Murry S. Gerber	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	9	Yes	Elect Director Jeh C. Johnson	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	10	Yes	Elect Director Paul A. Mascarenas	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	11	Yes	Elect Director Michael H. McGarry	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	12	Yes	Elect Director David S. Sutherland	For	For	For	For	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	13	Yes	Elect Director Patricia A. Tracey	For	For	Against	Against	Votes AGAINST John Engel and Patricia Tracey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United States Steel Corporation	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
United States Steel Corporation	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United States Steel Corporation	04/25/2023	Management	16	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
United Therapeutics Corporation	06/26/2023	Management	1	Yes	Elect Director Christopher Causey	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	2	Yes	Elect Director Raymond Dwek	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	3	Yes	Elect Director Richard Giltner	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	4	Yes	Elect Director Katherine Klein	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	5	Yes	Elect Director Ray Kurzweil	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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United Therapeutics Corporation	06/26/2023	Management	6	Yes	Elect Director Linda Maxwell	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	7	Yes	Elect Director Nilda Mesa	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	8	Yes	Elect Director Judy Olian	For	For	For	For	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	9	Yes	Elect Director Christopher Patusky	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	10	Yes	Elect Director Martine Rothblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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United Therapeutics Corporation	06/26/2023	Management	11	Yes	Elect Director Louis Sullivan	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	12	Yes	Elect Director Tommy Thompson	For	For	Against	Against	Votes AGAINST non-independent nominees Martine Rothblatt, Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Raymond (Ray) Kurzweil, Louis Sullivan and Thomas (Tommy) Thompson are warranted for lack of a majority independent board. Votes AGAINST Christopher (Chris) Patusky, Christopher (Chris) Causey, Raymond Dwek, Richard (Rich) Giltner, Louis Sullivan and Thomas (Tommy) Thompson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
United Therapeutics Corporation	06/26/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
United Therapeutics Corporation	06/26/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
United Therapeutics Corporation	06/26/2023	Management	15	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.24 percent is excessive.
United Therapeutics Corporation	06/26/2023	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UnitedHealth Group Incorporated	06/05/2023	Management	1	Yes	Elect Director Timothy Flynn	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	2	Yes	Elect Director Paul Garcia	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	3	Yes	Elect Director Kristen Gil	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	4	Yes	Elect Director Stephen Hemsley	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	5	Yes	Elect Director Michele Hooper	For	For	Against	Against	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	6	Yes	Elect Director F. William McNabb, III	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	7	Yes	Elect Director Valerie Montgomery Rice	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	8	Yes	Elect Director John Noseworthy	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
UnitedHealth Group Incorporated	06/05/2023	Management	9	Yes	Elect Director Andrew Witty	For	For	For	For	Votes AGAINST Michele Hooper are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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UnitedHealth Group Incorporated	06/05/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial metrics and half of the long-term incentives are performance-based and utilize a multi-year performance period. However, the company does not disclose forward-looking goals for the long-term incentives.
UnitedHealth Group Incorporated	06/05/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
UnitedHealth Group Incorporated	06/05/2023	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
UnitedHealth Group Incorporated	06/05/2023	Shareholder	13	Yes	Report on Third-Party Racial Equity Audit	Against	Against	For	For	A vote FOR this proposal is warranted, as an independent racial equity justice audit would help shareholders better assess the effectiveness of the company's efforts to address racial inequity.
UnitedHealth Group Incorporated	06/05/2023	Shareholder	14	Yes	Report on Congruency of Political Spending with Company Values and Priorities	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's value alignment with political expenditures would enable shareholders to have a greater understanding of how the company oversees and manages risks related to its political affiliations. BACKGROUND INFORMATION Policies: Political Spending & Lobbying Activities
UnitedHealth Group Incorporated	06/05/2023	Shareholder	15	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted. The company's severance policy establishes a reasonable limit on cash severance. However, the proxy does not disclose a policy or requirement that payments in excess of amounts provided under the policy are subject to shareholder approval. Without such a requirement, shareholders do not have adequate assurances that the company's current practice safeguards against excessive severance payments.
Unity Software Inc.	06/07/2023	Management	1	Yes	Elect Director Tomer Bar-Zeev	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Mary Campbell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Compensation Committee member Keisha Smith-Jeremie given the compensation committee's poor responsiveness to low shareholder support for the 2022 say-on-pay proposal. A vote FOR the remaining director nominee, Tomer Bar-Zeev, is warranted.
Unity Software Inc.	06/07/2023	Management	2	Yes	Elect Director Mary Schmidt Campbell	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Mary Campbell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Compensation Committee member Keisha Smith-Jeremie given the compensation committee's poor responsiveness to low shareholder support for the 2022 say-on-pay proposal. A vote FOR the remaining director nominee, Tomer Bar-Zeev, is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unity Software Inc.	06/07/2023	Management	3	Yes	Elect Director Keisha Smith-Jeremie	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Mary Campbell given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are also warranted for Compensation Committee member Keisha Smith-Jeremie given the compensation committee's poor responsiveness to low shareholder support for the 2022 say-on-pay proposal. A vote FOR the remaining director nominee, Tomer Bar-Zeev, is warranted.
Unity Software Inc.	06/07/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Unity Software Inc.	06/07/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to low support for last year's say-on-pay proposal. Concerns are raised by the magnitude of pay for all non-CEO NEOs, who each received greater total compensation than both the CEO and the company's peer median CEO due to significant off-cycle equity grants, as well as by the predominantly time-vesting nature of FY22 equity awards. The CEO also continues to receive an entirely time-vesting long-term incentive of significant value, resulting in multiple executives paid at the level of a CEO for whom the majority of their compensation is fixed.
Univar Solutions Inc.	05/04/2023	Management	1	Yes	Elect Director Joan A. Braca	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	2	Yes	Elect Director Mark J. Byrne	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	3	Yes	Elect Director Daniel P. Doheny	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	4	Yes	Elect Director Rhonda Germany	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	5	Yes	Elect Director David C. Jukes	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	6	Yes	Elect Director Varun Laroyia	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	7	Yes	Elect Director Stephen D. Newlin	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	8	Yes	Elect Director Christopher D. Pappas	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	9	Yes	Elect Director Kerry J. Preete	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	10	Yes	Elect Director Robert L. Wood	For	For	For	For	A vote FOR all director nominees is warranted.
Univar Solutions Inc.	05/04/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Univar Solutions Inc.	05/04/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Univar Solutions Inc.	06/06/2023	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted. The offer represents a premium to the all-time high closing price, the sale process was public and appears to have been thorough, and there is downside risk of non-approval.
Univar Solutions Inc.	06/06/2023	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While cash severance is double trigger and reasonably based, outstanding equity awards will auto-accelerate at the time of the merger, and PRSUs granted in 2021 and 2022 are eligible to vest well above target without compelling rationale disclosed in the merger proxy.
Univar Solutions Inc.	06/06/2023	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Universal Display Corporation	06/15/2023	Management	1	Yes	Elect Director Steven V. Abramson	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Display Corporation	06/15/2023	Management	2	Yes	Elect Director Cynthia J. Comparin	For	For	For	For	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	3	Yes	Elect Director Richard C. Elias	For	For	For	For	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	4	Yes	Elect Director Elizabeth H. Gemmill	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	5	Yes	Elect Director C. Keith Hartley	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	6	Yes	Elect Director Celia M. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	7	Yes	Elect Director Lawrence Lacerte	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	8	Yes	Elect Director Sidney D. Rosenblatt	For	For	Against	Against	Votes AGAINST non-independent nominees Elizabeth Gemmill, Steven (Steve) Abramson, C. Hartley, Lawrence Lacerte and Sidney Rosenblatt are warranted for lack of a majority independent board. Votes AGAINST Elizabeth Gemmill, C. Hartley and Lawrence Lacerte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Universal Display Corporation	06/15/2023	Management	9	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Universal Display Corporation	06/15/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation										
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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Universal Display Corporation	06/15/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Display Corporation	06/15/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Universal Health Services, Inc.	05/17/2023	Management	1	Yes	Elect Director Nina Chen-Langenmayr	For	For	For	For	A vote FOR Nina Chen-Langenmayr is warranted.
Universal Health Services, Inc.	05/17/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as CEO pay and company performance are reasonably aligned at this time.
Universal Health Services, Inc.	05/17/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Universal Health Services, Inc.	05/17/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Unum Group	05/25/2023	Management	1	Yes	Elect Director Theodore H. Bunting, Jr.	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	2	Yes	Elect Director Susan L. Cross	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	3	Yes	Elect Director Susan D. DeVore	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	4	Yes	Elect Director Joseph J. Echevarria	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	5	Yes	Elect Director Cynthia L. Egan	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	6	Yes	Elect Director Kevin T. Kabat	For	For	Against	Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	7	Yes	Elect Director Timothy F. Keaney	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	8	Yes	Elect Director Gale V. King	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	9	Yes	Elect Director Gloria C. Larson	For	For	Against	Against	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	10	Yes	Elect Director Richard P. McKenney	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Unum Group	05/25/2023	Management	11	Yes	Elect Director Ronald P. O'Hanley	For	For	For	For	Votes AGAINST Kevin Kabat and Gloria Larson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Unum Group	05/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Unum Group	05/25/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Unum Group	05/25/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
US Foods Holding Corp.	05/18/2023	Management	1	Yes	Elect Director Cheryl A. Bachelder	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	2	Yes	Elect Director James J. Barber, Jr.	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	3	Yes	Elect Director Robert M. Dutkowsky	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	4	Yes	Elect Director Scott D. Ferguson	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	5	Yes	Elect Director David E. Flitman	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	6	Yes	Elect Director Marla Gottschalk	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	7	Yes	Elect Director Sunil Gupta	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	8	Yes	Elect Director Carl Andrew Pforzheimer	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	9	Yes	Elect Director Quentin Roach	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	10	Yes	Elect Director David M. Tehle	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	11	Yes	Elect Director David A. Toy	For	For	For	For	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	12	Yes	Elect Director Ann E. Ziegler	For	For	Against	Against	Votes AGAINST Governance Committee Chair Ann Ziegler are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
US Foods Holding Corp.	05/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
US Foods Holding Corp.	05/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
US Foods Holding Corp.	05/18/2023	Management	15	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
US Foods Holding Corp.	05/18/2023	Management	16	Yes	Amend Certificate of Incorporation to Provide for Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
US Foods Holding Corp.	05/18/2023	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
US Foods Holding Corp.	05/18/2023	Shareholder	18	Yes	Limit Accelerated Vesting of Equity Awards Upon a Change in Control	Against	For	For	For	A vote FOR this proposal is warranted, as a policy requiring pro-rata vesting upon a change in control would further align the interests of executives with those of shareholders.
Valero Energy Corporation	05/09/2023	Management	1	Yes	Elect Director Fred M. Diaz	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	2	Yes	Elect Director H. Paulett Eberhart	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	3	Yes	Elect Director Marie A. Ffolkes	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	4	Yes	Elect Director Joseph W. Gorder	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	5	Yes	Elect Director Kimberly S. Greene	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Valero Energy Corporation	05/09/2023	Management	6	Yes	Elect Director Deborah P. Majoras	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	7	Yes	Elect Director Eric D. Mullins	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	8	Yes	Elect Director Donald L. Nickles	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	9	Yes	Elect Director Robert A. Profusek	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	10	Yes	Elect Director Randall J. Weisenburger	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	11	Yes	Elect Director Rayford Wilkins, Jr.	For	For	Against	Against	Votes AGAINST all nominees are warranted given the concerns raised regarding the company's management and oversight of climate-related risks. Furthermore, the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. Votes AGAINST Robert Profusek, Donald (Don) Nickles, Randall Weisenburger and Rayford Wilkins Jr. are further warranted for serving as non-independent members of a key board committee.
Valero Energy Corporation	05/09/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valero Energy Corporation	05/09/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After last year's say-on-pay proposal received significant opposition, the compensation committee demonstrated adequate responsiveness to shareholder concerns by modifying the structure of the performance share program for FY23 grants. Further, pay and performance are reasonably aligned for the year in review.
Valero Energy Corporation	05/09/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Valero Energy Corporation	05/09/2023	Shareholder	15	Yes	Report on Climate Transition Plan and GHG Emissions Reduction Targets	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change-related risks.
Valero Energy Corporation	05/09/2023	Shareholder	16	Yes	Oversee and Report a Racial Equity Audit	Against	Against	For	For	A vote FOR this resolution is warranted, as an independent racial equity audit would help shareholders better assess the effectiveness of Valero Energy Corporation's efforts to address the issue of racial inequality for its stakeholders and its management of related risks.
Valmont Industries, Inc.	04/24/2023	Management	1	Yes	Elect Director Mogens C. Bay	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Mogens Bay are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/24/2023	Management	2	Yes	Elect Director Ritu Favre	For	For	For	For	WITHHOLD votes for non-independent nominee Mogens Bay are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/24/2023	Management	3	Yes	Elect Director Richard A. Lanoha	For	For	For	For	WITHHOLD votes for non-independent nominee Mogens Bay are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Valmont Industries, Inc.	04/24/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified this time.
Valmont Industries, Inc.	04/24/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Valmont Industries, Inc.	04/24/2023	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Valvoline Inc.	01/26/2023	Management	1	Yes	Elect Director Gerald W. Evans, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	2	Yes	Elect Director Richard J. Freeland	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	3	Yes	Elect Director Carol H. Kruse	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	4	Yes	Elect Director Vada O. Manager	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	5	Yes	Elect Director Samuel J. Mitchell, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	6	Yes	Elect Director Jennifer L. Slater	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	7	Yes	Elect Director Charles M. Sonsteby	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	8	Yes	Elect Director Mary J. Twinem	For	For	For	For	A vote FOR all director nominees is warranted.
Valvoline Inc.	01/26/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Valvoline Inc.	01/26/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Valvoline Inc.	01/26/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Veeva Systems Inc.	06/21/2023	Management	1	Yes	Elect Director Timothy S. Cabral	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	2	Yes	Elect Director Mark Carges	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Veeva Systems Inc.	06/21/2023	Management	3	Yes	Elect Director Peter P. Gassner	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	4	Yes	Elect Director Mary Lynne Hedley	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	5	Yes	Elect Director Priscilla Hung	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	6	Yes	Elect Director Tina Hunt	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	7	Yes	Elect Director Marshall L. Mohr	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	8	Yes	Elect Director Gordon Ritter	For	For	Against	Against	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	9	Yes	Elect Director Paul Sekhri	For	Against	Against	Against	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	10	Yes	Elect Director Matthew J. Wallach	For	For	For	For	Votes AGAINST Gordon Ritter are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Paul Sekhri are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Veeva Systems Inc.	06/21/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Veeva Systems Inc.	06/21/2023	Management	12	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. The proposed changes are primarily administrative in nature and will have no material impact on the rights or abilities of shareholders.
Veeva Systems Inc.	06/21/2023	Shareholder	13	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there do not appear to have been any problematic bylaw amendments unilaterally adopted by the board that would suggest that support for this proposal is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Ventas Inc.	05/16/2023	Management	1	Yes	Elect Director Melody C. Barnes	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	2	Yes	Elect Director Debra A. Cafaro	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	3	Yes	Elect Director Michael J. Embler	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	4	Yes	Elect Director Matthew J. Lustig	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	5	Yes	Elect Director Roxanne M. Martino	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	6	Yes	Elect Director Marguerite M. Nader	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	7	Yes	Elect Director Sean P. Nolan	For	For	Against	Against	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	8	Yes	Elect Director Walter C. Rakowich	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	9	Yes	Elect Director Sumit Roy	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	10	Yes	Elect Director James D. Shelton	For	For	Against	Against	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Ventas Inc.	05/16/2023	Management	11	Yes	Elect Director Maurice S. Smith	For	For	For	For	Votes AGAINST James (Denny) Shelton are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Sean Nolan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Ventas Inc.	05/16/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns with respect to problematic severance provisions in the CEO's employment agreement, as well as the provision of tax gross-up related to a sizable life insurance perquisite.
Ventas Inc.	05/16/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Ventas Inc.	05/16/2023	Management	14	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VeriSign, Inc.	05/25/2023	Management	1	Yes	Elect Director D. James Bidzos	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/25/2023	Management	2	Yes	Elect Director Courtney D. Armstrong	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/25/2023	Management	3	Yes	Elect Director Yehuda Ari Buchalter	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/25/2023	Management	4	Yes	Elect Director Kathleen A. Cote	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/25/2023	Management	5	Yes	Elect Director Thomas F. Frist, III	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/25/2023	Management	6	Yes	Elect Director Jamie S. Gorelick	For	For	For	For	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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VeriSign, Inc.	05/25/2023	Management	7	Yes	Elect Director Roger H. Moore	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/25/2023	Management	8	Yes	Elect Director Timothy Tomlinson	For	For	Against	Against	Votes AGAINST non-independent nominees D. James Bidzos, Roger Moore, Kathleen Cote and Timothy Tomlinson are warranted for lack of a majority independent board. Votes AGAINST Roger Moore, Kathleen Cote and Timothy Tomlinson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VeriSign, Inc.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives are based entirely on pre-set financial metrics and the long-term incentives are primarily performance-based and utilize a multiyear performance period, although forward-looking performance targets are not disclosed.
VeriSign, Inc.	05/25/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
VeriSign, Inc.	05/25/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VeriSign, Inc.	05/25/2023	Shareholder	12	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Verisk Analytics, Inc.	05/17/2023	Management	1	Yes	Elect Director Vincent K. Brooks	For	For	For	For	A vote FOR all director nominees is warranted.
Verisk Analytics, Inc.	05/17/2023	Management	2	Yes	Elect Director Jeffrey Dailey	For	For	For	For	A vote FOR all director nominees is warranted.
Verisk Analytics, Inc.	05/17/2023	Management	3	Yes	Elect Director Wendy Lane	For	For	For	For	A vote FOR all director nominees is warranted.
Verisk Analytics, Inc.	05/17/2023	Management	4	Yes	Elect Director Lee M. Shavel	For	For	For	For	A vote FOR all director nominees is warranted.
Verisk Analytics, Inc.	05/17/2023	Management	5	Yes	Elect Director Kimberly S. Stevenson	For	For	For	For	A vote FOR all director nominees is warranted.
Verisk Analytics, Inc.	05/17/2023	Management	6	Yes	Elect Director Olumide Soroye	For	For	For	For	A vote FOR all director nominees is warranted.
Verisk Analytics, Inc.	05/17/2023	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set financial measures and more than half of equity awards were targeted to be in the form of performance shares.
Verisk Analytics, Inc.	05/17/2023	Management	8	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Verisk Analytics, Inc.	05/17/2023	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verizon Communications Inc.	05/11/2023	Management	1	Yes	Elect Director Shellye Archambeau	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	2	Yes	Elect Director Roxanne Austin	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Verizon Communications Inc.	05/11/2023	Management	3	Yes	Elect Director Mark Bertolini	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	4	Yes	Elect Director Vittorio Colao	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	5	Yes	Elect Director Melanie Healey	For	For	Against	Against	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	6	Yes	Elect Director Laxman Narasimhan	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	7	Yes	Elect Director Clarence Otis, Jr.	For	For	Against	Against	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	8	Yes	Elect Director Daniel Schulman	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	9	Yes	Elect Director Rodney Slater	For	For	Against	Against	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	10	Yes	Elect Director Carol Tome	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	11	Yes	Elect Director Hans Vestberg	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	12	Yes	Elect Director Gregory Weaver	For	For	For	For	Votes AGAINST Clarence Otis Jr., Melanie Healey and Rodney Slater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Verizon Communications Inc.	05/11/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns regarding the excessive nature of perquisites provided to the CEO, consisting primarily of large life insurance and financial planning perks. Further, limited disclosure of annual incentive goals and the lack of forward targets for long-term incentives warrant continued monitoring.
Verizon Communications Inc.	05/11/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Verizon Communications Inc.	05/11/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Verizon Communications Inc.	05/11/2023	Shareholder	16	Yes	Report on Government Requests to Remove Content	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company seems to provide sufficient disclosure on government takedown requests and the requested disclosure on the names of government officials making such requests could harm the company.
Verizon Communications Inc.	05/11/2023	Shareholder	17	Yes	Adopt a Policy Prohibiting Direct and Indirect Political Contributions to Candidates	Against	Against	Against	Against	A vote AGAINST this proposal is warranted because the company provides some disclosure on its political expenditures and adopting a policy to prohibit all political expenditures could put the company at a competitive disadvantage.

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Verizon Communications Inc.	05/11/2023	Shareholder	18	Yes	Amend Clawback Policy	Against	For	For	For	A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of the amounts and circumstances surrounding any recoupments. Such disclosure would benefit shareholders.
Verizon Communications Inc.	05/11/2023	Shareholder	19	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, and the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Verizon Communications Inc.	05/11/2023	Shareholder	20	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	1	Yes	Elect Director Sangeeta Bhatia	For	For	For	For	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	2	Yes	Elect Director Lloyd Carney	For	For	For	For	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	3	Yes	Elect Director Alan Garber	For	For	For	For	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	4	Yes	Elect Director Terrence Kearney	For	For	Against	Against	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	5	Yes	Elect Director Reshma Kewalramani	For	For	For	For	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	6	Yes	Elect Director Jeffrey Leiden	For	For	For	For	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	7	Yes	Elect Director Diana McKenzie	For	For	For	For	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	8	Yes	Elect Director Bruce Sachs	For	For	Against	Against	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	9	Yes	Elect Director Suketu Upadhyay	For	For	For	For	Votes AGAINST Bruce Sachs and Terrence Kearney are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Vertex Pharmaceuticals Incorporated	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There continue to be concerns over the degree to which subjective assessments factor into the annual incentive, which also lacks fulsome disclosure. In addition, only 25 percent of the CEO's total performance year equity awards utilize multi-year performance conditions and the goals are not disclosed. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review. Moreover, the above target annual incentive payout was aligned with improved financial performance and half of performance year equity is subject to performance conditions. Shareholders should continue to closely monitor these design and disclosure issues. Should a quantitative misalignment be identified moving forward, additional scrutiny may be warranted.
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vertiv Holdings Co.	06/14/2023	Management	1	Yes	Elect Director David M. Cote	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	2	Yes	Elect Director Giordano Albertazzi	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	3	Yes	Elect Director Joseph J. DeAngelo	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	4	Yes	Elect Director Joseph van Dokkum	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	5	Yes	Elect Director Roger Fradin	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	6	Yes	Elect Director Jakki L. Haussler	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.

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Vertiv Holdings Co.	06/14/2023	Management	7	Yes	Elect Director Jacob Kotzubei	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	8	Yes	Elect Director Matthew Louie	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	9	Yes	Elect Director Edward L. Monser	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	10	Yes	Elect Director Steven S. Reinemund	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	11	Yes	Elect Director Robin L. Washington	For	For	For	For	WITHHOLD votes are warranted for Governance Committee Chair Joseph van Dokkum given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Vertiv Holdings Co.	06/14/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO.
Vertiv Holdings Co.	06/14/2023	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
VICI Properties Inc.	04/27/2023	Management	1	Yes	Elect Director James R. Abrahamson	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2023	Management	2	Yes	Elect Director Diana F. Cantor	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2023	Management	3	Yes	Elect Director Monica H. Douglas	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2023	Management	4	Yes	Elect Director Elizabeth I. Holland	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2023	Management	5	Yes	Elect Director Craig Macnab	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2023	Management	6	Yes	Elect Director Edward B. Pitoniak	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2023	Management	7	Yes	Elect Director Michael D. Rumbolz	For	For	For	For	A vote FOR all director nominees is warranted.
VICI Properties Inc.	04/27/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
VICI Properties Inc.	04/27/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentive awards were based entirely on a pre-set financial goal and regular annual equity grants were majority performance conditioned with multi-year performance goals.
Victoria's Secret & Co.	05/25/2023	Management	1	Yes	Elect Director Irene Chang Britt	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	2	Yes	Elect Director Sarah Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	3	Yes	Elect Director Jacqueline Hernandez	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	4	Yes	Elect Director Donna James	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	5	Yes	Elect Director Mariam Naficy	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	6	Yes	Elect Director Lauren Peters	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	7	Yes	Elect Director Anne Sheehan	For	For	For	For	A vote FOR all director nominees is warranted.

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Victoria's Secret & Co.	05/25/2023	Management	8	Yes	Elect Director Martin Waters	For	For	For	For	A vote FOR all director nominees is warranted.
Victoria's Secret & Co.	05/25/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Victoria's Secret & Co.	05/25/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Virtu Financial, Inc.	06/13/2023	Management	1	Yes	Elect Director Douglas A. Cifu	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Joanne Minieri given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Joanne Minieri for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/13/2023	Management	2	Yes	Elect Director Joseph J. Grano, Jr.	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Joanne Minieri given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Joanne Minieri for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/13/2023	Management	3	Yes	Elect Director Joanne M. Minieri	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Joanne Minieri given the board's failure to remove, or subject to a sunset requirement, the classified board, the pop-up supermajority vote requirement to enact certain changes to the governing documents, and the dual-class structure with disparate voting rights, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for Nominating Committee member Joanne Minieri for failure to establish racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Virtu Financial, Inc.	06/13/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO's total aggregate perquisite amount is excessive. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Virtu Financial, Inc.	06/13/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Virtu Financial, Inc.	06/13/2023	Management	6	Yes	Amend Certificate of Incorporation to Reflect New Delaware Law Provisions Regarding Officer Exculpation	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Visa Inc.	01/24/2023	Management	1	Yes	Elect Director Lloyd A. Carney	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	2	Yes	Elect Director Kermit R. Crawford	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Visa Inc.	01/24/2023	Management	3	Yes	Elect Director Francisco Javier Fernandez-Carbajal	For	For	Against	Against	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	4	Yes	Elect Director Alfred F. Kelly, Jr.	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	5	Yes	Elect Director Ramon Laguarta	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	6	Yes	Elect Director Teri L. List	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	7	Yes	Elect Director John F. Lundgren	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	8	Yes	Elect Director Denise M. Morrison	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	9	Yes	Elect Director Linda J. Rendle	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	10	Yes	Elect Director Maynard G. Webb, Jr.	For	For	For	For	Votes AGAINST Francisco Javier Fernandez Carbajal are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Visa Inc.	01/24/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Visa Inc.	01/24/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Visa Inc.	01/24/2023	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Visa Inc.	01/24/2023	Shareholder	14	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
Vistra Corp.	05/02/2023	Management	1	Yes	Elect Director Scott B. Helm	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	2	Yes	Elect Director Hilary E. Ackermann	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	3	Yes	Elect Director Arcilia C. Acosta	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	4	Yes	Elect Director Gavin R. Baiera	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	5	Yes	Elect Director Paul M. Barbas	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	6	Yes	Elect Director James A. Burke	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	7	Yes	Elect Director Lisa Crutchfield	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	8	Yes	Elect Director Brian K. Ferraioli	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	9	Yes	Elect Director Jeff D. Hunter	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	10	Yes	Elect Director Julie A. Lagacy	For	For	For	For	A vote FOR all director nominees is warranted.

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Vistra Corp.	05/02/2023	Management	11	Yes	Elect Director John R. (J.R.) Sult	For	For	For	For	A vote FOR all director nominees is warranted.
Vistra Corp.	05/02/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Vistra Corp.	05/02/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vontier Corporation	05/22/2023	Management	1	Yes	Elect Director Gloria R. Boyland	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/22/2023	Management	2	Yes	Elect Director Christopher J. Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/22/2023	Management	3	Yes	Elect Director Maryrose Sylvester	For	For	For	For	A vote FOR all director nominees is warranted.
Vontier Corporation	05/22/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Vontier Corporation	05/22/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Vulcan Materials Company	05/12/2023	Management	1	Yes	Elect Director Melissa H. Anderson	For	For	For	For	Votes AGAINST James Prokopanko are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/12/2023	Management	2	Yes	Elect Director O. B. Grayson Hall, Jr.	For	For	For	For	Votes AGAINST James Prokopanko are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/12/2023	Management	3	Yes	Elect Director Lydia H. Kennard	For	For	For	For	Votes AGAINST James Prokopanko are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/12/2023	Management	4	Yes	Elect Director James T. Prokopanko	For	For	Against	Against	Votes AGAINST James Prokopanko are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/12/2023	Management	5	Yes	Elect Director George Willis	For	For	For	For	Votes AGAINST James Prokopanko are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Vulcan Materials Company	05/12/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. That being said, some concerns are raised regarding the rigor of the LTI plan's performance shares, as relative TSR targets median performance and there is no disclosed payout cap if absolute TSR is negative.
Vulcan Materials Company	05/12/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Vulcan Materials Company	05/12/2023	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. P. Carey Inc.	06/15/2023	Management	1	Yes	Elect Director Mark A. Alexander	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	2	Yes	Elect Director Constantin H. Beier	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	3	Yes	Elect Director Tonit M. Calaway	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	4	Yes	Elect Director Peter J. Farrell	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	5	Yes	Elect Director Robert J. Flanagan	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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W. P. Carey Inc.	06/15/2023	Management	6	Yes	Elect Director Jason E. Fox	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	7	Yes	Elect Director Jean Hoysradt	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	8	Yes	Elect Director Margaret G. Lewis	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	9	Yes	Elect Director Christopher J. Niehaus	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	10	Yes	Elect Director Elisabeth T. Stheeman	For	For	For	For	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	11	Yes	Elect Director Nick J.M. van Ommen	For	For	Against	Against	Votes AGAINST Nick van Ommen are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
W. P. Carey Inc.	06/15/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
W. P. Carey Inc.	06/15/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W. R. Berkley Corporation	06/14/2023	Management	1	Yes	Elect Director W. Robert Berkley, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr. and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Mark Shapiro are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent directors William Robert (Rob) Berkley Jr., Maria Luisa Ferre Rangel, and Mark Shapiro are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley. A vote FOR Daniel L. Mosley is warranted.
W. R. Berkley Corporation	06/14/2023	Management	2	Yes	Elect Director Maria Luisa Ferre	For	Against	Against	Against	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr. and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Mark Shapiro are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent directors William Robert (Rob) Berkley Jr., Maria Luisa Ferre Rangel, and Mark Shapiro are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley. A vote FOR Daniel L. Mosley is warranted.
W. R. Berkley Corporation	06/14/2023	Management	3	Yes	Elect Director Daniel L. Mosley	For	For	For	For	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr. and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Mark Shapiro are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent directors William Robert (Rob) Berkley Jr., Maria Luisa Ferre Rangel, and Mark Shapiro are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley. A vote FOR Daniel L. Mosley is warranted.
W. R. Berkley Corporation	06/14/2023	Management	4	Yes	Elect Director Mark L. Shapiro	For	Against	Against	Against	Votes AGAINST non-independent nominees William Robert (Rob) Berkley Jr. and Mark Shapiro are warranted for lack of a majority independent board. Votes AGAINST Mark Shapiro are also warranted for serving as a non-independent member of a key board committee. Votes AGAINST incumbent directors William Robert (Rob) Berkley Jr., Maria Luisa Ferre Rangel, and Mark Shapiro are warranted in light of the material risk associated with the significant number of shares pledged by executive chairman William Berkley. A vote FOR Daniel L. Mosley is warranted.

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W. R. Berkley Corporation	06/14/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal aircraft use perquisite to the CEO.
W. R. Berkley Corporation	06/14/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
W. R. Berkley Corporation	06/14/2023	Management	7	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W.W. Grainger, Inc.	04/26/2023	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	2	Yes	Elect Director V. Ann Hailey	For	For	Against	Against	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	3	Yes	Elect Director Katherine D. Jaspon	For	For	For	For	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	4	Yes	Elect Director Stuart L. Levenick	For	For	Against	Against	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	5	Yes	Elect Director D.G. Macpherson	For	For	For	For	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	6	Yes	Elect Director Neil S. Novich	For	For	Against	Against	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	7	Yes	Elect Director Beatriz R. Perez	For	For	For	For	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	8	Yes	Elect Director E. Scott Santi	For	For	Against	Against	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	9	Yes	Elect Director Susan Slavik Williams	For	For	For	For	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	10	Yes	Elect Director Lucas E. Watson	For	For	For	For	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	11	Yes	Elect Director Steven A. White	For	For	For	For	Votes AGAINST Stuart Levenick, V. Ann Hailey, Neil Novich and E. Scott Santi are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
W.W. Grainger, Inc.	04/26/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
W.W. Grainger, Inc.	04/26/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of pay is conditioned on objective performance metrics. Nevertheless, shareholders would still benefit from increased disclosure regarding the forward-looking performance targets underlying the PSU awards.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
W.W. Grainger, Inc.	04/26/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Walmart Inc.	05/31/2023	Management	1	Yes	Elect Director Cesar Conde	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	2	Yes	Elect Director Timothy P. Flynn	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	3	Yes	Elect Director Sarah J. Friar	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	4	Yes	Elect Director Carla A. Harris	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	5	Yes	Elect Director Thomas W. Horton	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	6	Yes	Elect Director Marissa A. Mayer	For	For	Against	Against	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	7	Yes	Elect Director C. Douglas McMillon	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	8	Yes	Elect Director Gregory B. Penner	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	9	Yes	Elect Director Randall L. Stephenson	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	10	Yes	Elect Director S. Robson Walton	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	11	Yes	Elect Director Steuart L. Walton	For	For	For	For	Votes AGAINST Marissa Mayer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Walmart Inc.	05/31/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Walmart Inc.	05/31/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The incentive program is predominantly based on objective financial criteria and annual target goals appear reasonably rigorous. However, there are significant concerns regarding equity award structure, as the LTI program utilizes solely one-year measurement periods, rather than multi-year performance periods. This concern is heightened as the company uses an overlapping metric between the short- and long-term programs, which resulted in maximum achievement for same goal under both programs. While the company provides a rationale for its pay program structure, investors generally expect a majority of long-term awards to be tied to long-term, multi-year performance goals. Lastly, the CEO's personal use of corporate aircraft perquisite provided in the last fiscal year is considered excessive. In light of these concerns, the quantitative pay-for-performance misalignment is not mitigated and a vote AGAINST this proposal is warranted.
Walmart Inc.	05/31/2023	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Walmart Inc.	05/31/2023	Shareholder	15	Yes	Consider Pay Disparity Between CEO and Other Employees	Against	Against	For	For	A vote FOR this proposal is warranted for the following reasons: * Consideration of pay grades and/or salary ranges of all classification of company employees when setting target amounts for CEO compensation would serve to further eliminate excessive pay disparities; and * Excessive pay disparities could pose risks to long-term shareholder value, and impact employee morale as well as a company's standing in the communities in which it operates.
Walmart Inc.	05/31/2023	Shareholder	16	Yes	Report on Human Rights Due Diligence	Against	Against	For	For	A vote FOR this proposal is warranted, as additional information regarding the processes the company uses for human rights due diligence would allow shareholders to better gauge how the company is managing human rights related risks.
Walmart Inc.	05/31/2023	Shareholder	17	Yes	Commission Third Party Racial Equity Audit	Against	For	For	For	A vote FOR this resolution is warranted, as such disclosure would allow shareholders to better assess the racial equity impacts and effectiveness of the company's policies and practices.
Walmart Inc.	05/31/2023	Shareholder	18	Yes	Report on Racial and Gender Layoff Diversity	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the company has appropriate policies and practices to give the board visibility to the company's workforce statistics.
Walmart Inc.	05/31/2023	Shareholder	19	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest a need to impose the restrictions sought by this proposal.
Walmart Inc.	05/31/2023	Shareholder	20	Yes	Report on Risks Related to Fulfilling Information Requests for Enforcing Laws Criminalizing Abortion Access	Against	Against	For	For	A vote FOR this resolution is warranted, as additional information on the potential risks and costs associated with proposed or enacted state policies that restrict reproductive healthcare would allow shareholders to better assess how the company is managing such associated risks.
Walmart Inc.	05/31/2023	Shareholder	21	Yes	Report on Risks Related to Operations in China	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company appears to provide shareholders with sufficient disclosure to understand to what extent corporate operations depend on China.
Walmart Inc.	05/31/2023	Shareholder	22	Yes	Oversee and Report a Workplace Health and Safety Audit	Against	For	For	For	A vote FOR this proposal is warranted as an independent audit would help shareholders evaluate the effectiveness of the company's workplace safety policies, practices, and management of potential risks.
Warner Bros. Discovery, Inc.	05/08/2023	Management	1	Yes	Elect Director Li Haslett Chen	For	For	For	For	A vote FOR the director nominees is warranted.

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Warner Bros. Discovery, Inc.	05/08/2023	Management	2	Yes	Elect Director Kenneth W. Lowe	For	For	For	For	A vote FOR the director nominees is warranted.
Warner Bros. Discovery, Inc.	05/08/2023	Management	3	Yes	Elect Director Paula A. Price	For	For	For	For	A vote FOR the director nominees is warranted.
Warner Bros. Discovery, Inc.	05/08/2023	Management	4	Yes	Elect Director David M. Zaslav	For	For	For	For	A vote FOR the director nominees is warranted.
Warner Bros. Discovery, Inc.	05/08/2023	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Warner Bros. Discovery, Inc.	05/08/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently modified the CEO's employment agreement without removing the entitlement to a problematic modified single-trigger cash severance. In addition, an unmitigated pay-for-performance misalignment exists for the year in review. The CEO continues to receive a large base salary as well as annual bonus opportunity. The strategic goal portion of the annual bonus is poorly disclosed, along with actual performance. This is compounded in the LTI program, as certain overlapping metrics are used in both programs, including a relatively short performance period. Disclosure of strategic metrics remains relatively poor in the LTI program, which makes up the majority of the program. Concerns are also raised with regards to the inordinate amount of the CEO's personal use of corporate aircraft perquisites and the total amount of perquisite compensation reported for the CEO that is deemed excessive. Though some positive changes were made in response to shareholder feedback, some changes appear to be merely incremental improvements, which will be further analyzed in next year's report.
Warner Bros. Discovery, Inc.	05/08/2023	Management	7	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Warner Bros. Discovery, Inc.	05/08/2023	Shareholder	8	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that elimination of the supermajority vote requirement enhances shareholder rights.
Warner Bros. Discovery, Inc.	05/08/2023	Shareholder	9	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Waste Management, Inc.	05/09/2023	Management	1	Yes	Elect Director Bruce E. Chinn	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	2	Yes	Elect Director James C. Fish, Jr.	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	3	Yes	Elect Director Andres R. Gluski	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	4	Yes	Elect Director Victoria M. Holt	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	5	Yes	Elect Director Kathleen M. Mazzarella	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	6	Yes	Elect Director Sean E. Menke	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	7	Yes	Elect Director William B. Plummer	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Waste Management, Inc.	05/09/2023	Management	8	Yes	Elect Director John C. Pope	For	For	Against	Against	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	9	Yes	Elect Director Maryrose T. Sylvester	For	For	For	For	Votes AGAINST John Pope are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waste Management, Inc.	05/09/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Waste Management, Inc.	05/09/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Although some concerns are raised in the analysis, STI and LTI payouts are aligned with robust company and shareholder outcomes.
Waste Management, Inc.	05/09/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Waste Management, Inc.	05/09/2023	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Waters Corporation	05/23/2023	Management	1	Yes	Elect Director Flemming Ornskov	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	2	Yes	Elect Director Linda Baddour	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	3	Yes	Elect Director Udit Batra	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	4	Yes	Elect Director Dan Brennan	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	5	Yes	Elect Director Richard Fearon	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	6	Yes	Elect Director Pearl S. Huang	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	7	Yes	Elect Director Wei Jiang	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	8	Yes	Elect Director Christopher A. Kuebler	For	For	Against	Against	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	9	Yes	Elect Director Mark Vergnano	For	For	For	For	Votes AGAINST Christopher Kuebler are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Waters Corporation	05/23/2023	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Waters Corporation	05/23/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Concerns are noted in the rigor of goal-setting in the STI and LTI programs. However, annual incentives are primarily based on financial metrics and half of the equity awards are performance based over a multi-year period.
Waters Corporation	05/23/2023	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wayfair Inc.	04/25/2023	Management	1	Yes	Elect Director Niraj Shah	For	For	For	For	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	2	Yes	Elect Director Steven Conine	For	For	For	For	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	3	Yes	Elect Director Michael Choe	For	For	For	For	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	4	Yes	Elect Director Andrea Jung	For	Abstain	Abstain	Abstain	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	5	Yes	Elect Director Jeremy King	For	Abstain	Abstain	Abstain	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	6	Yes	Elect Director Michael Kumin	For	Abstain	Abstain	Abstain	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	7	Yes	Elect Director Jeffrey Naylor	For	For	For	For	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wayfair Inc.	04/25/2023	Management	8	Yes	Elect Director Anke Schaferkordt	For	For	For	For	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	9	Yes	Elect Director Michael E. Sneed	For	For	For	For	ABSTAIN votes are warranted for Governance Committee members Michael Kumin, Andrea Jung, and Jeremy King for maintaining a dual-class structure that is not subject to a reasonable time-based sunset provision. ABSTAIN votes are warranted for Michael Kumin for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wayfair Inc.	04/25/2023	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wayfair Inc.	04/25/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the CEO remains the lowest paid executive, there are significant concerns surrounding the structure of the pay program. Specifically, all other NEOs received relatively significant grants of entirely time-based equity, and executive pay was entirely fixed for the year in review following the elimination of the annual bonus program, raising concerns amid an extended period of financial underperformance. Moreover, the CEO was provided with a relatively large security prerequisite of excessive value, with no clear rationale provided.
Wayfair Inc.	04/25/2023	Management	12	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.18 percent is excessive. * The company's three-year average burn rate is excessive.
Webster Financial Corporation	04/26/2023	Management	1	Yes	Elect Director John R. Ciulla	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	2	Yes	Elect Director Jack L. Kopnisky	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	3	Yes	Elect Director William L. Atwell	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	4	Yes	Elect Director John P. Cahill	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	5	Yes	Elect Director E. Carol Hayles	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	6	Yes	Elect Director Linda H. Ianieri	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	7	Yes	Elect Director Mona Aboelnaga Kanaan	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Webster Financial Corporation	04/26/2023	Management	8	Yes	Elect Director James J. Landy	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	9	Yes	Elect Director Maureen B. Mitchell	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	10	Yes	Elect Director Laurence C. Morse	For	For	Against	Against	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	11	Yes	Elect Director Karen R. Osar	For	For	Against	Against	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	12	Yes	Elect Director Richard O'Toole	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	13	Yes	Elect Director Mark Pettie	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	14	Yes	Elect Director Lauren C. States	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	15	Yes	Elect Director William E. Whiston	For	For	For	For	Votes AGAINST Laurence Morse and Karen Osar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Webster Financial Corporation	04/26/2023	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Webster Financial Corporation	04/26/2023	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Webster Financial Corporation	04/26/2023	Management	18	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Webster Financial Corporation	04/26/2023	Management	19	Yes	Amend Certificate of Incorporation to Limit the Liability of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Webster Financial Corporation	04/26/2023	Management	20	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WEC Energy Group, Inc.	05/04/2023	Management	1	Yes	Elect Director Ave M. Bie	For	For	For	For	Votes AGAINST Curt Culver and Ullice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WEC Energy Group, Inc.	05/04/2023	Management	2	Yes	Elect Director Curt S. Culver	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	3	Yes	Elect Director Danny L. Cunningham	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	4	Yes	Elect Director William M. Farrow, III	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	5	Yes	Elect Director Cristina A. Garcia-Thomas	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	6	Yes	Elect Director Maria C. Green	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	7	Yes	Elect Director Gale E. Klappa	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	8	Yes	Elect Director Thomas K. Lane	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.

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WEC Energy Group, Inc.	05/04/2023	Management	9	Yes	Elect Director Scott J. Lauber	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	10	Yes	Elect Director Ulice Payne, Jr.	For	For	Against	Against	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	11	Yes	Elect Director Mary Ellen Stanek	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	12	Yes	Elect Director Glen E. Tellock	For	For	For	For	Votes AGAINST Curt Culver and Ulice Payne Jr. are warranted for serving as non-independent members of a key board committee. Votes AGAINST director nominees Gale Klappa, William M. Farrow III, and Danny L. Cunningham are warranted given the concerns raised regarding the company's management and oversight of climate-related risks at the company. A vote FOR the remaining director nominees is warranted.
WEC Energy Group, Inc.	05/04/2023	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WEC Energy Group, Inc.	05/04/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WEC Energy Group, Inc.	05/04/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set financial metrics and the long-term performance units utilize a multi-year performance period. That being said, some concerns remain regarding the TSR portion of the performance equity awards, which targets median performance and lacks a cap in the event of negative absolute TSR.
Wells Fargo & Company	04/25/2023	Management	1	Yes	Elect Director Steven D. Black	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	2	Yes	Elect Director Mark A. Chancy	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	3	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	4	Yes	Elect Director Theodore F. Craver, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	5	Yes	Elect Director Richard K. Davis	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	6	Yes	Elect Director Wayne M. Hewett	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	7	Yes	Elect Director CeCelia (CeCe) G. Morken	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	8	Yes	Elect Director Maria R. Morris	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	9	Yes	Elect Director Felicia F. Norwood	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	10	Yes	Elect Director Richard B. Payne, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	11	Yes	Elect Director Ronald L. Sargent	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	12	Yes	Elect Director Charles W. Scharf	For	For	For	For	A vote FOR all director nominees is warranted.
Wells Fargo & Company	04/25/2023	Management	13	Yes	Elect Director Suzanne M. Vautrinot	For	For	For	For	A vote FOR all director nominees is warranted.

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Wells Fargo & Company	04/25/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some continuing concern regarding the annual incentive determination process, which is ultimately discretionary, paired with a lack of disclosed per-metric weightings and pre-set threshold, target and maximum goals. Additionally, base salaries for the CEO (and other NEOs) remain relatively high and the CEO's target total pay was increased during a period of long-term TSR underperformance. While these issues warrant continued close monitoring, there are mitigating factors. Notably, the discretionary annual incentive framework has not resulted in a quantitative pay-for-performance misalignment. Additionally, the CEO's total incentive award was discretionarily reduced, and closing-cycle performance shares vested below target, each in directional alignment with shareholders' recent experience. Lastly, the majority of long-term incentives are based on clearly disclosed multi-year goals. On balance of these factors, a vote FOR this proposal is warranted, with caution. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.
Wells Fargo & Company	04/25/2023	Management	15	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wells Fargo & Company	04/25/2023	Management	16	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wells Fargo & Company	04/25/2023	Shareholder	17	Yes	Adopt Simple Majority Vote	Against	For	For	For	A vote FOR this proposal is warranted given that a reduction in certain vote requirements would be beneficial for shareholders.
Wells Fargo & Company	04/25/2023	Shareholder	18	Yes	Report on Political Expenditures Congruence	Against	For	For	For	A vote FOR this proposal is warranted, as a report on the company's congruence of political expenditures with stated values would enable shareholders to have a more comprehensive understanding of how the company oversees and manages risks related to its political partnerships.
Wells Fargo & Company	04/25/2023	Shareholder	19	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this proposal is warranted. The company and its shareholders are likely to benefit from a review of how the company's and its trade associations' lobbying positions align with its climate goals.
Wells Fargo & Company	04/25/2023	Shareholder	20	Yes	Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets	Against	For	For	For	A vote FOR this resolution is warranted. Additional disclosure about the company's climate transition plan would help shareholders better evaluate the company's strategy around the transition to a low-carbon economy and the company's management of related risks and opportunities.
Wells Fargo & Company	04/25/2023	Shareholder	21	Yes	Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development	Against	Against	For	For	A vote FOR this proposal is warranted, as it would help shareholders better evaluate the company's management of climate risks from its lending and underwriting activities. Additionally, shareholders would benefit from a stronger alignment between the company's stated goals, its fossil fuel policy, and its actions regarding corporate responsibility.
Wells Fargo & Company	04/25/2023	Shareholder	22	Yes	Report on Prevention of Workplace Harassment and Discrimination	Against	For	For	For	A vote FOR this resolution is warranted, as the company has faced recent attention for allegations of discrimination in the workplace, and increased transparency would help shareholders assess how the company is managing associated risks.
Wells Fargo & Company	04/25/2023	Shareholder	23	Yes	Adopt Policy on Freedom of Association and Collective Bargaining	Against	For	For	For	A vote FOR this proposal is warranted, as this policy may benefit shareholders by improving the company's management of related risks and put the company more in line with peer disclosures.
Welltower Inc.	05/23/2023	Management	1	Yes	Elect Director Kenneth J. Bacon	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	2	Yes	Elect Director Karen B. DeSalvo	For	For	For	For	A vote FOR all director nominees is warranted.

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Welltower Inc.	05/23/2023	Management	3	Yes	Elect Director Philip L. Hawkins	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	4	Yes	Elect Director Dennis G. Lopez	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	5	Yes	Elect Director Shankh Mitra	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	6	Yes	Elect Director Ade J. Patton	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	7	Yes	Elect Director Diana W. Reid	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	8	Yes	Elect Director Sergio D. Rivera	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	9	Yes	Elect Director Johnese M. Spisso	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	10	Yes	Elect Director Kathryn M. Sullivan	For	For	For	For	A vote FOR all director nominees is warranted.
Welltower Inc.	05/23/2023	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Welltower Inc.	05/23/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though financial metrics in the annual bonus program appear rigorous and qualitative metric disclosure has improved, disclosure of each metric's payout percentage is lacking. Furthermore, though all financial metrics in the annual bonus performed below target, the final payout still exceeded target due to the performance of the qualitative portion of the award. Concerns are also noted in the annual LTI; though a significant portion of LTI is in performance-conditioned equity that utilizes a multi-year performance period, relative TSR goals merely target median and the maximum vesting opportunity is relatively high, no relative TSR vesting cap is disclosed if absolute TSR is negative, and forward-looking goals for one metric are not disclosed. More concerning, however, is with the existence of a special grant, which was granted one month after a special award granted in December 2022. Though the grant is entirely in multi-year performance equity with reasonably rigorous goals disclosed, the repeated use of special grants in close proximity is concerning, given the additive pay opportunities provided by off-cycle awards. Investors generally expect that special grants are infrequent.
Welltower Inc.	05/23/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WESCO International, Inc.	05/25/2023	Management	1	Yes	Elect Director John J. Engel	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	2	Yes	Elect Director Anne M. Cooney	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	3	Yes	Elect Director Matthew J. Espe	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	4	Yes	Elect Director Bobby J. Griffin	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	5	Yes	Elect Director Sundaram "Naga" Nagarajan	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	6	Yes	Elect Director Steven A. Raymund	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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WESCO International, Inc.	05/25/2023	Management	7	Yes	Elect Director James L. Singleton	For	For	Withhold	Withhold	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	8	Yes	Elect Director Easwaran Sundaram	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	9	Yes	Elect Director Laura K. Thompson	For	For	For	For	WITHHOLD votes for James Singleton and Steven (Steve) Raymund are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WESCO International, Inc.	05/25/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
WESCO International, Inc.	05/25/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WESCO International, Inc.	05/25/2023	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
West Pharmaceutical Services, Inc.	04/25/2023	Management	1	Yes	Elect Director Mark A. Buthman	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	2	Yes	Elect Director William F. Feehery	For	For	Withhold	Withhold	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	3	Yes	Elect Director Robert F. Friel	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	4	Yes	Elect Director Eric M. Green	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	5	Yes	Elect Director Thomas W. Hofmann	For	For	Withhold	Withhold	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	6	Yes	Elect Director Molly E. Joseph	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	7	Yes	Elect Director Deborah L. V. Keller	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	8	Yes	Elect Director Myla P. Lai-Goldman	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	9	Yes	Elect Director Stephen H. Lockhart	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	10	Yes	Elect Director Douglas A. Michels	For	For	Withhold	Withhold	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

STATE STREET GLOBAL ADVISORS - Proxy Votes 2023 Q12 Compared with ISS Recommendation						B.1.a				
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West Pharmaceutical Services, Inc.	04/25/2023	Management	11	Yes	Elect Director Paolo Pucci	For	For	For	For	WITHHOLD votes for William Feehery, Thomas Hofmann and Douglas Michels are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
West Pharmaceutical Services, Inc.	04/25/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the majority of pay is conditioned on clearly disclosed objective performance metrics and CEO pay is aligned with company performance.
West Pharmaceutical Services, Inc.	04/25/2023	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
West Pharmaceutical Services, Inc.	04/25/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
West Pharmaceutical Services, Inc.	04/25/2023	Shareholder	15	Yes	Amend Bylaws	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there does not appear to have been any problematic bylaw amendment unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Western Alliance Bancorporation	06/14/2023	Management	1	Yes	Elect Director Bruce D. Beach	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	2	Yes	Elect Director Kevin M. Blakely	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	3	Yes	Elect Director Juan Figuereo	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	4	Yes	Elect Director Paul S. Galant	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	5	Yes	Elect Director Howard Gould	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	6	Yes	Elect Director Marianne Boyd Johnson	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	7	Yes	Elect Director Mary Tuuk Kuras	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	8	Yes	Elect Director Robert Latta	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	9	Yes	Elect Director Anthony Meola	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	10	Yes	Elect Director Bryan Segedi	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Western Alliance Bancorporation	06/14/2023	Management	11	Yes	Elect Director Donald Snyder	For	For	Against	Against	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	12	Yes	Elect Director Sung Won Sohn	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	13	Yes	Elect Director Kenneth A. Vecchione	For	For	For	For	Votes AGAINST Bruce Beach, Marianne Johnson and Donald Snyder are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Western Alliance Bancorporation	06/14/2023	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
Western Alliance Bancorporation	06/14/2023	Management	15	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Western Alliance Bancorporation	06/14/2023	Management	16	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Westinghouse Air Brake Technologies Corporation	05/17/2023	Management	1	Yes	Elect Director Rafael Santana	For	For	For	For	Votes FOR all director nominees are warranted.
Westinghouse Air Brake Technologies Corporation	05/17/2023	Management	2	Yes	Elect Director Lee C. Banks	For	For	For	For	Votes FOR all director nominees are warranted.
Westinghouse Air Brake Technologies Corporation	05/17/2023	Management	3	Yes	Elect Director Byron S. Foster	For	For	For	For	Votes FOR all director nominees are warranted.
Westinghouse Air Brake Technologies Corporation	05/17/2023	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Although concern is noted about the lack of disclosure of forward-looking targets under the LTIP, the annual incentives are primarily based on pre-set metrics, and the majority of the long-term incentives utilize a multi-year performance period.
Westinghouse Air Brake Technologies Corporation	05/17/2023	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Westinghouse Air Brake Technologies Corporation	05/17/2023	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
WestRock Company	01/27/2023	Management	1	Yes	Elect Director Colleen F. Arnold	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	2	Yes	Elect Director Timothy J. Bernlohr	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	3	Yes	Elect Director J. Powell Brown	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	4	Yes	Elect Director Terrell K. Crews	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	5	Yes	Elect Director Russell M. Currey	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	6	Yes	Elect Director Suzan F. Harrison	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	7	Yes	Elect Director Gracia C. Martore	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	8	Yes	Elect Director James E. Nevels	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	9	Yes	Elect Director E. Jean Savage	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	10	Yes	Elect Director David B. Sewell	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	11	Yes	Elect Director Dmitri L. Stockton	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	12	Yes	Elect Director Alan D. Wilson	For	For	For	For	A vote FOR the director nominees is warranted.
WestRock Company	01/27/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics, and a majority of long-term incentives were performance conditioned and measured over multi-year periods.
WestRock Company	01/27/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WestRock Company	01/27/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WEX Inc.	05/11/2023	Management	1	Yes	Elect Director Daniel Callahan	For	For	For	For	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	2	Yes	Elect Director Shikhar Ghosh	For	For	Against	Against	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	3	Yes	Elect Director James Groch	For	For	For	For	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	4	Yes	Elect Director James (Jim) Neary	For	For	For	For	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	5	Yes	Elect Director Melissa Smith	For	For	For	For	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	6	Yes	Elect Director Stephen Smith	For	For	For	For	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	7	Yes	Elect Director Susan Sobbott	For	For	For	For	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	8	Yes	Elect Director Regina O. Sommer	For	For	Against	Against	Votes AGAINST Shikhar Ghosh and Regina Sommer are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
WEX Inc.	05/11/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
WEX Inc.	05/11/2023	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
WEX Inc.	05/11/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Weyerhaeuser Company	05/12/2023	Management	1	Yes	Elect Director Mark A. Emmert	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	2	Yes	Elect Director Rick R. Holley	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	3	Yes	Elect Director Sara Grootwassink Lewis	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	4	Yes	Elect Director Deidra C. Merriwether	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	5	Yes	Elect Director Al Monaco	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Weyerhaeuser Company	05/12/2023	Management	6	Yes	Elect Director Nicole W. Piasecki	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	7	Yes	Elect Director Lawrence A. Selzer	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	8	Yes	Elect Director Devin W. Stockfish	For	For	For	For	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	9	Yes	Elect Director Kim Williams	For	For	Against	Against	Votes AGAINST Mark Emmert, Nicole Piasecki and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Weyerhaeuser Company	05/12/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set objective measures, and equity awards are primarily performance-based and measured over a multi-year period.
Weyerhaeuser Company	05/12/2023	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Weyerhaeuser Company	05/12/2023	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Whirlpool Corporation	04/18/2023	Management	1	Yes	Elect Director Samuel R. Allen	For	For	Against	Against	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	2	Yes	Elect Director Marc R. Bitzer	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	3	Yes	Elect Director Greg Creed	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	4	Yes	Elect Director Diane M. Dietz	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Whirlpool Corporation	04/18/2023	Management	5	Yes	Elect Director Gerri T. Elliott	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	6	Yes	Elect Director Jennifer A. LaClair	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	7	Yes	Elect Director John D. Liu	For	For	Against	Against	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	8	Yes	Elect Director James M. Loree	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	9	Yes	Elect Director Harish Manwani	For	For	Against	Against	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	10	Yes	Elect Director Patricia K. Poppe	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	11	Yes	Elect Director Larry O. Spencer	For	For	For	For	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Whirlpool Corporation	04/18/2023	Management	12	Yes	Elect Director Michael D. White	For	For	Against	Against	Votes AGAINST Samuel Allen, John Liu, Harish Manwani and Michael White are warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Samuel Allen are further warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Whirlpool Corporation	04/18/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Whirlpool Corporation	04/18/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Whirlpool Corporation	04/18/2023	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Whirlpool Corporation	04/18/2023	Management	16	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Willis Towers Watson Public Limited Company	05/17/2023	Management	1	Yes	Elect Director Dame Inga Beale	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	2	Yes	Elect Director Fumbi Chima	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	3	Yes	Elect Director Stephen Chipman	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	4	Yes	Elect Director Michael Hammond	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	5	Yes	Elect Director Carl Hess	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	6	Yes	Elect Director Jacqueline Hunt	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	7	Yes	Elect Director Paul Reilly	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	8	Yes	Elect Director Michelle Swanback	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	9	Yes	Elect Director Paul Thomas	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	10	Yes	Elect Director Fredric Tomczyk	For	For	For	For	A vote FOR all director nominees is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	11	Yes	Ratify the Appointment of Deloitte & Touche LLP as Auditor and Deloitte Ireland LLP to audit the Irish Statutory Accounts, and Authorize the Board to Fix Their Remuneration	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Willis Towers Watson Public Limited Company	05/17/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily based on financial performance, and long-term awards utilize a multi-year measurement period. In addition, the company improved annual incentive target and result disclosure and provides forward disclosure of long-term award targets.
Willis Towers Watson Public Limited Company	05/17/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Willis Towers Watson Public Limited Company	05/17/2023	Management	14	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	Against	Against	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.
Willis Towers Watson Public Limited Company	05/17/2023	Management	15	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	For	For	A vote AGAINST Item 5 is warranted as the proposed amount is not within recommended limits. A vote FOR Item 6 is warranted because the proposed amount and duration are within recommended limits.

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WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	1	Yes	Elect Director Mark S. Bartlett	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	2	Yes	Elect Director Erika T. Davis	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	3	Yes	Elect Director Gerard E. Holthaus	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	4	Yes	Elect Director Erik Olsson	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	5	Yes	Elect Director Rebecca L. Owen	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	6	Yes	Elect Director Jeff Sagansky	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	7	Yes	Elect Director Bradley L. Soultz	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	8	Yes	Elect Director Michael W. Upchurch	For	For	For	For	A vote FOR the director nominees is warranted.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Wintrust Financial Corporation	05/25/2023	Management	1	Yes	Elect Director Elizabeth H. Connelly	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	2	Yes	Elect Director Timothy S. Crane	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	3	Yes	Elect Director Peter D. Crist	For	For	Against	Against	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	4	Yes	Elect Director William J. Doyle	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	5	Yes	Elect Director Marla F. Glabe	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	6	Yes	Elect Director H. Patrick Hackett, Jr.	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	7	Yes	Elect Director Scott K. Heitmann	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	8	Yes	Elect Director Brian A. Kenney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	9	Yes	Elect Director Deborah L. Hall Lefevre	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	10	Yes	Elect Director Suzet M. McKinney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	11	Yes	Elect Director Gary D. "Joe" Sweeney	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	12	Yes	Elect Director Karin Gustafson Teglia	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	13	Yes	Elect Director Alex E. Washington, III	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Wintrust Financial Corporation	05/25/2023	Management	14	Yes	Elect Director Edward J. Wehmer	For	For	For	For	Votes AGAINST Peter Crist are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Wintrust Financial Corporation	05/25/2023	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Wintrust Financial Corporation	05/25/2023	Management	16	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Wintrust Financial Corporation	05/25/2023	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Woodward, Inc.	01/25/2023	Management	1	Yes	Elect Director David P. Hess	For	For	For	For	A vote FOR David P. Hess is warranted.
Woodward, Inc.	01/25/2023	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Woodward, Inc.	01/25/2023	Management	3	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Woodward, Inc.	01/25/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Woodward, Inc.	01/25/2023	Management	5	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan administrator may provide loans to exercise awards.
Workday, Inc.	06/22/2023	Management	1	Yes	Elect Director Christa Davies	For	Against	Against	Against	Votes AGAINST George Still Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members George Still Jr. and Christa Davies are warranted for maintaining a dual-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2023	Management	2	Yes	Elect Director Wayne A.I. Frederick	For	For	For	For	Votes AGAINST George Still Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members George Still Jr. and Christa Davies are warranted for maintaining a dual-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2023	Management	3	Yes	Elect Director Mark J. Hawkins	For	For	For	For	Votes AGAINST George Still Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members George Still Jr. and Christa Davies are warranted for maintaining a dual-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2023	Management	4	Yes	Elect Director George J. Still, Jr.	For	Against	Against	Against	Votes AGAINST George Still Jr. are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Governance Committee members George Still Jr. and Christa Davies are warranted for maintaining a dual-class capital structure with disparate voting rights that is not subject to a reasonable time-based sunset provision. A vote FOR the remaining director nominees is warranted.
Workday, Inc.	06/22/2023	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Workday, Inc.	06/22/2023	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The new co-CEO received relatively outsized new-hire awards, the majority of which were completely time-based. * There is no disclosure of the specific performance targets underlying the annual incentive plan. * The company's regular equity awards remain entirely time-based. * The company provided an inordinate amount of security prerequisites and total prerequisite compensation to the co-CEO.
Workday, Inc.	06/22/2023	Shareholder	7	Yes	Amend Bylaws to Require Shareholder Approval of Certain Provisions Related to Director Nominations by Shareholders	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. The proposal language may result in a bylaw amendment that is both overly restrictive of the board's ability to amend the bylaws, and not necessarily in the interest of shareholders. Further, there do not appear to have been any problematic bylaw amendments unilaterally adopted by the board that would suggest that support for this proposal is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	1	Yes	Elect Director Stephen P. Holmes	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	2	Yes	Elect Director Geoffrey A. Ballotti	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	3	Yes	Elect Director Myra J. Biblowit	For	For	Against	Against	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	4	Yes	Elect Director James E. Buckman	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	5	Yes	Elect Director Bruce B. Churchill	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	6	Yes	Elect Director Mukul V. Deoras	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	7	Yes	Elect Director Ronald L. Nelson	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.

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Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	8	Yes	Elect Director Pauline D.E. Richards	For	For	For	For	Votes AGAINST Governance Committee Chair Myra Biblowit are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	10	Yes	Amend Certificate of Incorporation To Provide for Exculpation of Certain Officers	For	For	Against	Against	A vote AGAINST this proposal is warranted as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests.
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Wynn Resorts, Limited	05/04/2023	Management	1	Yes	Elect Director Richard J. Byrne	For	For	Withhold	Withhold	WITHHOLD votes for Richard Byrne are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/04/2023	Management	2	Yes	Elect Director Patricia Mulroy	For	For	For	For	WITHHOLD votes for Richard Byrne are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/04/2023	Management	3	Yes	Elect Director Philip G. Satre	For	For	For	For	WITHHOLD votes for Richard Byrne are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Wynn Resorts, Limited	05/04/2023	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wynn Resorts, Limited	05/04/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. In response to last year's low say-on-pay vote, the committee engaged with shareholders and disclosed the feedback received. In response, the company made positive changes to the FY23 pay program by increasing the proportion of FY23 PSUs in the LTI to 55 percent and providing additional disclosures in both the STI and LTI. In addition, the committee made certain assurances in a supplemental filing surrounding one-time awards and the structure of its incentive programs going forward. Accordingly, the compensation committee has demonstrated adequate responsiveness to last year's low say-on-pay vote result. While the committee did elect to reduce the proportion of annual equity awards that were performance-conditioned in FY22, the company provides a clear rationale for removing certain performance metrics, and as mentioned above, FY23 grants will be majority performance conditioned. In addition, while some concerns are raised surrounding forward-looking goals not being disclosed, the company improved its disclosure by providing closing cycle goals and actual performance, which is considered an improvement in the company's disclosure. Finally, the company provides additional details surrounding strategic goals in the annual incentive, and the majority of the program is based on clearly disclosed objective measures.
Wynn Resorts, Limited	05/04/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Xcel Energy Inc.	05/24/2023	Management	1	Yes	Elect Director Megan Burkhart	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	2	Yes	Elect Director Lynn Casey	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	3	Yes	Elect Director Bob Frenzel	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	4	Yes	Elect Director Netha Johnson	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	5	Yes	Elect Director Patricia Kampling	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	6	Yes	Elect Director George Kehl	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	7	Yes	Elect Director Richard O'Brien	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	8	Yes	Elect Director Charles Pardee	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	9	Yes	Elect Director Christopher Policinski	For	For	Withhold	Withhold	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	10	Yes	Elect Director James Prokopanko	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	11	Yes	Elect Director Kim Williams	For	For	Withhold	Withhold	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	12	Yes	Elect Director Daniel Yohannes	For	For	For	For	Votes AGAINST Christopher (Chris) Policinski and Kim Williams are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xcel Energy Inc.	05/24/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns remain regarding auto-accelerated equity vesting and STI plan disclosure, pay and performance are reasonably aligned at this time, and annual incentives and equity awards are primarily based on objective goals.
Xcel Energy Inc.	05/24/2023	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Xcel Energy Inc.	05/24/2023	Management	15	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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XPO, Inc.	05/17/2023	Management	1	Yes	Elect Director Brad Jacobs	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	2	Yes	Elect Director Jason Aiken	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	3	Yes	Elect Director Bella Allaire	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	4	Yes	Elect Director Wes Frye	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	5	Yes	Elect Director Mario Harik	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	6	Yes	Elect Director Michael Jesselson	For	For	Against	Against	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	7	Yes	Elect Director Allison Landry	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	8	Yes	Elect Director Irene Moshouris	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	9	Yes	Elect Director Johnny C. Taylor, Jr.	For	For	For	For	Votes AGAINST Michael Jesselson are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
XPO, Inc.	05/17/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
XPO, Inc.	05/17/2023	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the compensation committee sufficiently responded to last year's low say-on-pay vote, an unmitigated pay-for-performance misalignment is present for the year in review. First, concerns are raised regarding two highly paid executives, with the new CEO's pay and the executive chairman's compensation each outpacing the compensation of CEO peers. This is particularly concerning given above-median benchmarking concerns. Additionally, certain LTI awards maintained relatively short performance periods and concerns are raised regarding the structure of the CEO's promotion grant. Lastly, the company converted prior performance awards to RSUs in connection with the spin-off, resulting in significant value to NEOs without the achievement of performance criteria.

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Xylem Inc.	05/11/2023	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	The strategic rationale appears reasonable, as the combined company will have increased scale and the opportunity to leverage AQUA's water treatment solutions across XYL's platform to help accelerate top-line growth and international expansion. Further, the merger is expected to generate meaningful cost synergies. That being said, the valuation of the deal and the fairness opinion both suggest that the company is paying full price for the target – which would appear consistent with the company's multi-year pursuit of AQUA. Though this may help account for the negative market reaction at announcement, it does not diminish the strategic rationale for the transaction. On balance, support FOR the proposed transaction is warranted.
Xylem Inc.	05/11/2023	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Xylem Inc.	05/18/2023	Management	1	Yes	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	2	Yes	Elect Director Patrick K. Decker	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	3	Yes	Elect Director Earl R. Ellis	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	4	Yes	Elect Director Robert F. Friel	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	5	Yes	Elect Director Victoria D. Harker	For	For	Against	Against	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	6	Yes	Elect Director Steven R. Loranger	For	For	Against	Against	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	7	Yes	Elect Director Mark D. Morelli	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	8	Yes	Elect Director Jerome A. Peribere	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	9	Yes	Elect Director Lila Tretikov	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	10	Yes	Elect Director Uday Yadav	For	For	For	For	Votes AGAINST Victoria Harker and Steven Loranger are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Xylem Inc.	05/18/2023	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Xylem Inc.	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive relocation expense perquisite and related tax gross-ups to certain executives.

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Xylem Inc.	05/18/2023	Shareholder	13	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
Yum! Brands, Inc.	05/18/2023	Management	1	Yes	Elect Director Paget L. Alves	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	2	Yes	Elect Director Keith Barr	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	3	Yes	Elect Director Christopher M. Connor	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	4	Yes	Elect Director Brian C. Cornell	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	5	Yes	Elect Director Tanya L. Domier	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	6	Yes	Elect Director David W. Gibbs	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	7	Yes	Elect Director Mirian M. Graddick-Weir	For	For	Against	Against	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	8	Yes	Elect Director Thomas C. Nelson	For	For	Against	Against	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	9	Yes	Elect Director P. Justin Skala	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	10	Yes	Elect Director Annie Young-Scrivner	For	For	For	For	Votes AGAINST Mirian Graddick-Weir and Thomas Nelson are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Yum! Brands, Inc.	05/18/2023	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Yum! Brands, Inc.	05/18/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate amount of personal use of corporate aircraft perquisite provided to the CEO. Further, there is some continuing concerns regarding the STI structure and goal rigor, which warrants continued close monitoring.
Yum! Brands, Inc.	05/18/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Yum! Brands, Inc.	05/18/2023	Shareholder	14	Yes	Report on Efforts to Reduce Plastic Use	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure on the company's efforts to reduce its plastics use by shifting away from single-use packaging more aggressively would allow shareholders to better assess the company's related risk management.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Yum! Brands, Inc.	05/18/2023	Shareholder	15	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying payments would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Yum! Brands, Inc.	05/18/2023	Shareholder	16	Yes	Report on Civil Rights and Non-Discrimination Audit	Against	Against	Against	Against	A vote AGAINST this resolution is warranted as the company's current policies and disclosures provide adequate information for shareholders to determine whether its employee programs and training materials are having a reverse discrimination effect.
Yum! Brands, Inc.	05/18/2023	Shareholder	17	Yes	Adopt Share Retention Policy For Senior Executives	Against	For	For	For	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.
Yum! Brands, Inc.	05/18/2023	Shareholder	18	Yes	Report on Paid Sick Leave	Against	Against	For	For	A vote FOR this resolution is warranted as it would provide shareholders with greater assurance that the company's workforce has reasonable access to sick leave, which would provide consistent expectations as concerns regarding societal health are on the rise. Additionally, the implementation of this proposal would allow shareholders to better assess whether the company is adhering to its stated commitment to colleague health and its management of related risks.
Zebra Technologies Corporation	05/11/2023	Management	1	Yes	Elect Director William J. Burns	For	For	Against	Against	Votes AGAINST non-independent nominees Anders Gustafsson and William Burns are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/11/2023	Management	2	Yes	Elect Director Linda M. Connly	For	For	For	For	Votes AGAINST non-independent nominees Anders Gustafsson and William Burns are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/11/2023	Management	3	Yes	Elect Director Anders Gustafsson	For	For	Against	Against	Votes AGAINST non-independent nominees Anders Gustafsson and William Burns are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/11/2023	Management	4	Yes	Elect Director Janice M. Roberts	For	For	For	For	Votes AGAINST non-independent nominees Anders Gustafsson and William Burns are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Zebra Technologies Corporation	05/11/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of pay is conditioned on objective financial performance metrics. Nevertheless, some concerns remain regarding the lack of disclosure of specific performance targets under the annual incentive award, and the lack of forward-looking performance targets underlying the performance-conditioned equity awards.
Zebra Technologies Corporation	05/11/2023	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Zebra Technologies Corporation	05/11/2023	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zillow Group, Inc.	06/06/2023	Management	1	Yes	Elect Director Amy C. Bohutinsky	For	Against	Against	Against	Votes AGAINST non-independent nominees Amy Bohutinsky, Jay Hoag and Gregory (Greg) Maffei are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent audit committee member Gregory (Greg) Maffei are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST incumbent Governance Committee member Amy Bohutinsky are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST compensation committee members Amy Bohutinsky and Jay Hoag are warranted. The board recently repriced certain outstanding underwater stock options held by certain NEOs without prior shareholder approval.
Zillow Group, Inc.	06/06/2023	Management	2	Yes	Elect Director Jay C. Hoag	For	Against	Against	Against	Votes AGAINST non-independent nominees Amy Bohutinsky, Jay Hoag and Gregory (Greg) Maffei are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent audit committee member Gregory (Greg) Maffei are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST incumbent Governance Committee member Amy Bohutinsky are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST compensation committee members Amy Bohutinsky and Jay Hoag are warranted. The board recently repriced certain outstanding underwater stock options held by certain NEOs without prior shareholder approval.
Zillow Group, Inc.	06/06/2023	Management	3	Yes	Elect Director Gregory B. Maffei	For	Against	Against	Against	Votes AGAINST non-independent nominees Amy Bohutinsky, Jay Hoag and Gregory (Greg) Maffei are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. Votes AGAINST Gregory (Greg) Maffei are warranted for serving on more than two public boards while serving as a CEO of an outside company. Votes AGAINST incumbent audit committee member Gregory (Greg) Maffei are warranted due to concerns regarding the risk oversight function of the board in light of the significant pledging activity at the company, which represents a material risk to shareholders. Votes AGAINST incumbent Governance Committee member Amy Bohutinsky are warranted for maintaining a multi-class structure that is not subject to a reasonable time-based sunset provision. Votes AGAINST compensation committee members Amy Bohutinsky and Jay Hoag are warranted. The board recently repriced certain outstanding underwater stock options held by certain NEOs without prior shareholder approval.
Zillow Group, Inc.	06/06/2023	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	1	Yes	Elect Director Christopher B. Begley	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	2	Yes	Elect Director Betsy J. Bernard	For	For	Against	Against	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	3	Yes	Elect Director Michael J. Farrell	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	4	Yes	Elect Director Robert A. Hagemann	For	For	Against	Against	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	5	Yes	Elect Director Bryan C. Hanson	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	6	Yes	Elect Director Arthur J. Higgins	For	For	Against	Against	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	7	Yes	Elect Director Maria Teresa Hilado	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	8	Yes	Elect Director Syed Jafry	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	9	Yes	Elect Director Sreelakshmi Kolli	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	10	Yes	Elect Director Michael W. Michelson	For	For	For	For	Votes AGAINST Betsy Bernard, Robert Hagemann, and Arthur Higgins are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low support for this proposal, the committee demonstrated adequate responsiveness to shareholders' concerns, by disclosing engagement efforts, transparent shareholder concerns, and certain commitments and pay program changes in response to these concerns. There is some concern surrounding LTI goal disclosure. However, the proxy provides forward-looking disclosure of one 2023 PSU relative metric target, which represents enhanced disclosure, requires outperformance, and caps vesting if absolute TSR is negative (although the weight is not disclosed). Additionally, the STI is predominantly based on clearly disclosed financial goals and the company's recent spinoff of ZimVie is a reasonable rationale for certain lowered targets. Further, the company targets half of LTI awards as multi-year performance equity. On balance of these factors, a vote FOR this proposal is warranted, with caution. Close continued monitoring of LTI disclosure is warranted.

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Zimmer Biomet Holdings, Inc.	05/12/2023	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Zions Bancorporation, N.A.	05/05/2023	Management	1	Yes	Elect Director Maria Contreras-Sweet	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	2	Yes	Elect Director Gary L. Crittenden	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	3	Yes	Elect Director Suren K. Gupta	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	4	Yes	Elect Director Claire A. Huang	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	5	Yes	Elect Director Vivian S. Lee	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	6	Yes	Elect Director Scott J. McLean	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	7	Yes	Elect Director Edward F. Murphy	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	8	Yes	Elect Director Stephen D. Quinn	For	For	Against	Against	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	9	Yes	Elect Director Harris H. Simmons	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	10	Yes	Elect Director Aaron B. Skonnard	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	11	Yes	Elect Director Barbara A. Yastine	For	For	For	For	Votes AGAINST Stephen Quinn are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Zions Bancorporation, N.A.	05/05/2023	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zions Bancorporation, N.A.	05/05/2023	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.
Zoetis Inc.	05/18/2023	Management	1	Yes	Elect Director Paul M. Bisaro	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	2	Yes	Elect Director Vanessa Broadhurst	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	3	Yes	Elect Director Frank A. D'Amelio	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	4	Yes	Elect Director Michael B. McCallister	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	5	Yes	Elect Director Gregory Norden	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	6	Yes	Elect Director Louise M. Parent	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	7	Yes	Elect Director Kristin C. Peck	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	8	Yes	Elect Director Robert W. Scully	For	For	For	For	Votes FOR all director nominees are warranted.
Zoetis Inc.	05/18/2023	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concerns remain regarding the STI and LTI programs. However, annual incentives were primarily based on pre-set financial metrics, and equity awards were targeted to be half performance-conditioned with a multi-year performance period and disclosed forward-looking targets.
Zoetis Inc.	05/18/2023	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Zoetis Inc.	05/18/2023	Management	11	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as the ability to call special meetings would improve shareholder rights. Approval of this proposal would result in the immediate provision of the right to call special meetings with a 25 percent ownership threshold. The shareholder proposal in Item 5 requests a special meeting right with a more reasonable 10 percent ownership threshold, which shareholders should also support.
Zoetis Inc.	05/18/2023	Shareholder	12	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted. This shareholder proposal includes a 10 percent ownership threshold which shareholders may view as a more reasonable threshold than the 25 percent threshold proposed by the board in Item 4. This proposal would also represent an improvement to shareholder rights, as shareholders do not currently have the right to call special meetings.
Zoom Video Communications, Inc.	06/15/2023	Management	1	Yes	Elect Director Eric S. Yuan	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Herbert Raymond McMaster given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Zoom Video Communications, Inc.	06/15/2023	Management	2	Yes	Elect Director Peter Gassner	For	For	For	For	WITHHOLD votes are warranted for Governance Committee member Herbert Raymond McMaster given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Zoom Video Communications, Inc.	06/15/2023	Management	3	Yes	Elect Director H.R. McMaster	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Governance Committee member Herbert Raymond McMaster given the board's failure to remove, or subject to a reasonable sunset requirement, the dual-class capital structure, the classified board structure, and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Zoom Video Communications, Inc.	06/15/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Zoom Video Communications, Inc.	06/15/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Executives received large "refreshment" grants intended to cover four years of compensation and these grants lack pre-set performance criteria. In addition, some executives received grants intended to offset the lost value from a stock price decline on previous grants. Additionally, one NEO's new-hire package was large and also lacked performance criteria. Lastly, concerns are raised as the company provided sizable perquisites to the CEO.
ZoomInfo Technologies Inc.	05/17/2023	Management	1	Yes	Elect Director Todd Crockett	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Todd Crockett and Patrick McCarter given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee David Winn is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ZoomInfo Technologies Inc.	05/17/2023	Management	2	Yes	Elect Director Patrick McCarter	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for governance committee members Todd Crockett and Patrick McCarter given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee David Winn is warranted.
ZoomInfo Technologies Inc.	05/17/2023	Management	3	Yes	Elect Director D. Randall Winn	For	For	For	For	WITHHOLD votes are warranted for governance committee members Todd Crockett and Patrick McCarter given the board's failure to remove, or subject to a sunset requirement, the classified board and the pop-up supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. A vote FOR remaining director nominee David Winn is warranted.
ZoomInfo Technologies Inc.	05/17/2023	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
ZoomInfo Technologies Inc.	05/17/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Zscaler, Inc.	01/13/2023	Management	1	Yes	Elect Director Andrew Brown	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew (Andy) Brown, Scott Darling, and David Schneider given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Zscaler, Inc.	01/13/2023	Management	2	Yes	Elect Director Scott Darling	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew (Andy) Brown, Scott Darling, and David Schneider given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Zscaler, Inc.	01/13/2023	Management	3	Yes	Elect Director David Schneider	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Andrew (Andy) Brown, Scott Darling, and David Schneider given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Zscaler, Inc.	01/13/2023	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zscaler, Inc.	01/13/2023	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While performance targets for the annual incentive appear rigorous, a significant portion of the final payout was subjectively determined and disclosure around the determination of individual performance is lacking. In addition, the structure of the company's long-term incentive plan, which included setting performance goals annually for previously granted tranches of PSUs and utilizing goals that overlap entirely with the annual incentive program, lacked a long-term focus and resulted in payouts for similar accomplishments in both programs. Disclosure around a new PSU goal structure used for FY22 promotion grants is limited, reducing transparency into the rigor of the goal. Finally, the magnitude of the promotion grants was outsized and added to already substantial equity grant values for the NEOs who received them.

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations											
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Accton Technology Corp.	1	Approve Business Report and Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Accton Technology Corp.	2	Approve Plan on Profit Distribution	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Accton Technology Corp.	3	Approve Amendments to Articles of Association	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Accton Technology Corp.	4	Approve Amendments to Procedures Governing the Acquisition or Disposal of Assets	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes
Ag Growth International Inc.	1	Fix Number of Directors at Ten	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)			
Ag Growth International Inc.	2.1	Elect Director Rohit Bhardwaj	No	For	For		For		No	No	Yes
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)			
Ag Growth International Inc.	2.2	Elect Director Anne De Greef-Safft	No	For	For		For		No	No	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Ag Growth International Inc.	2.3	Elect Director Mike Frank	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Ag Growth International Inc.	2.4	Elect Director Janet Giesselman	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Ag Growth International Inc.	2.5	Elect Director Paul Householder	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Ag Growth International Inc.	2.6	Elect Director William (Bill) Lambert	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Ag Growth International Inc.	2.7	Elect Director Bill Maslechko	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Ag Growth International Inc.	2.8	Elect Director Malcolm (Mac) Moore	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Ag Growth International Inc.	2.9	Elect Director Claudia Roessler	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Ag Growth International Inc.	2.10	Elect Director David White	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Ag Growth International Inc.	3	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Ag Growth International Inc.	4	Amend Equity Incentive Award Plan	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Ag Growth International Inc.	5	Re-approve Shareholder Rights Plan	No	For	For		For	The plan will not be submitted for shareholder approval at least every '3' years. (False) The poison pill trigger is less than '20' percent. (False)	No	No	Yes	
Ag Growth International Inc.	6	Advisory Vote on Executive Compensation Approach	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
ALK-Abello A/S	1	Receive Report of Board	Yes					This is a non-voting item.	No	No	Yes	
ALK-Abello A/S	2	Accept Financial Statements and Statutory Reports; Approve Discharge of M	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
ALK-Abello A/S	3	Approve Allocation of Income and Omission of Dividends	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
ALK-Abello A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	Against		Against	A vote AGAINST this item is warranted because the proposed remuneration report is below par in relation to market standards, particularly with regards to the lack of disclosure regarding the weights and targets for individual metrics in the STIP. Also, concerns are noted with the lack of clear disclosure on vested awards.	Yes	No	Yes	
ALK-Abello A/S	5	Approve Remuneration of Directors in the Amount of DKK 1.05 Million for C	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
ALK-Abello A/S	6	Reelect Anders Hedegaard (Chair) as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
ALK-Abello A/S	7	Reelect Lene Skole (Vice Chair) as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
ALK-Abello A/S	8.a	Reelect Gitte Aabo as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
ALK-Abello A/S	8.b	Reelect Lars Holmqvist as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
ALK-Abello A/S	8.c	Reelect Bertil Lindmark as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
ALK-Abello A/S	8.d	Reelect Alan Main as Director	No	For	For		For		No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '5' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
ALK-Abello A/S	8.e	Elect Jesper Hoiland as New Director	No	For	For		For		No	No	Yes	
ALK-Abello A/S	9	Ratify PricewaterhouseCoopers as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
ALK-Abello A/S	10.a	Authorize Share Repurchase Program	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
ALK-Abello A/S	10.b	Amend Articles Re: Company's Registrar	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
ALK-Abello A/S	10.c	Amend Remuneration Policy	No	For	Against		Against	A vote AGAINST this item is warranted because the proposed changes to the remuneration policy are below par in relation to market standards, particularly with regards to the possibility to change variable remuneration targets in-flight, relatively high cap for LTIs awards, an exercise window of four years for options, mandate for extraordinary remuneration, and a derogation clause.	Yes	No	Yes	
ALK-Abello A/S	10.d	Authorize Editorial Changes to Adopted Resolutions in Connection with Reg	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
ALK-Abello A/S	11	Other Business	Yes					This is a non-voting item.	No	No	Yes	
Amplifon SpA	1.1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Amplifon SpA	1.2	Approve Allocation of Income	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Amplifon SpA	2	Approve Remuneration of Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Amplifon SpA	3	Approve Stock Grant Plan 2023-2028	No	For	Against		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10'% of current outstanding common stock (basic dilution). (False:1.99) The potential dilution of all plans, including this proposal, is more than '15'% of outstanding common stock (basic dilution). (False:2.61) Plan awards lack performance conditions. (False) The performance period or vesting period for restricted stock grants is less than '3' years. (False)	No	Yes	Yes	
Amplifon SpA	4.1	Approve Remuneration Policy	No	For	Against		Against	This item warrants a vote AGAINST because termination payments can be in excess of 24 months' pay.	Yes	No	Yes	
Amplifon SpA	4.2	Approve Second Section of the Remuneration Report	No	For	Against		Against	This item warrants a vote AGAINST because the company provides insufficient retrospective disclosure on its variable incentive schemes.	Yes	No	Yes	
Amplifon SpA	5	Amend Co-Investment Plan	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Amplifon SpA	6	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	Against		For	We will vote against management on items 4.1 and 4.2 but with management (against ISS recommendation) on item 6.	No	Yes	Yes	
Arcadis NV	1.a	Open Meeting	Yes					This is a non-voting item.	No	No	Yes	
Arcadis NV	1.b	Receive Announcements	Yes					This is a non-voting item.	No	No	Yes	
Arcadis NV	2	Receive Report of Supervisory Board (Non-Voting)	Yes					This is a non-voting item.	No	No	Yes	
Arcadis NV	3	Receive Report of Executive Board (Non-Voting)	Yes					This is a non-voting item.	No	No	Yes	
Arcadis NV	4.a	Adopt Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Arcadis NV	4.b	Approve Dividends	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Arcadis NV	5.a	Approve Discharge of Executive Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Arcadis NV	5.b	Approve Discharge of Supervisory Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Arcadis NV	6	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Arcadis NV	7.a	Approve Remuneration Report for Executive Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Arcadis NV	7.b	Approve Remuneration Report for Supervisory Board	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations											
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Arcadis NV	8	Elect A.G. Brookes to Executive Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)			
Arcadis NV	9.a	Reelect M.P. Lap to Supervisory Board	No	For	For		For		No	No	Yes
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)			
Arcadis NV	9.b	Elect B. Duganier to Supervisory Board	No	For	For		For		No	No	Yes
Arcadis NV	9.c	Announce Vacancies on the Supervisory Board	Yes					This is a non-voting item.	No	No	Yes
Arcadis NV	10.a	Grant Board Authority to Issue Shares up to 10 Percent of Issued Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Arcadis NV	10.b	Authorize Board to Exclude Preemptive Rights from Share Issuances	No	For	For		For	The stock that could be issued represent more than '20%' of the current outstanding shares. (False:10.00)	No	No	Yes
Arcadis NV	11	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
								The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:5.58) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:6.61) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) Plan awards lack performance conditions. (False)			
Arcadis NV	12	Approve 2023 Arcadis N.V. Long-Term Incentive Plan	No	For	For		For		No	No	Yes
Arcadis NV	13	Other Business (Non-Voting)	Yes					This is a non-voting item.	No	No	Yes
Arcadis NV	14	Close Meeting	Yes					This is a non-voting item.	No	No	Yes

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations											
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Arcos Dorados Holdings Inc.	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Arcos Dorados Holdings Inc.	2	Ratify E&Y (Pistrelli, Henry Martin y Asociados S.R.L., member firm of Ernst & Young Global) as Auditors and Authorise Their Remuneration	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes
Arcos Dorados Holdings Inc.	3.1	Elect Director Michael Chu	No	For	Withhold		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes	Yes
Arcos Dorados Holdings Inc.	3.2	Elect Director Jose Alberto Velez	No	For	Withhold		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes	Yes

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Arcos Dorados Holdings Inc.	3.3	Elect Director Jose Fernandez	No	For	Withhold		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes	Yes	
Arcos Dorados Holdings Inc.	3.4	Elect Director Karla Berman	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
AS ONE Corp.	1.1	Elect Director Iuchi, Takuji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
AS ONE Corp.	1.2	Elect Director Yamada, Kazuhito	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
AS ONE Corp.	1.3	Elect Director Nishikawa, Keisuke	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
AS ONE Corp.	1.4	Elect Director Hara, Toshiki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
AS ONE Corp.	1.5	Elect Director Odaki, Kazuhiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
AS ONE Corp.	1.6	Elect Director Endo, Yumie	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
AS ONE Corp.	2.1	Elect Director and Audit Committee Member Suzuki, Kazutaka	No	For	Against		Against	The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (True) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	Yes	No	Yes	
AS ONE Corp.	2.2	Elect Director and Audit Committee Member Mihara, Hideaki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
AS ONE Corp.	2.3	Elect Director and Audit Committee Member Kanai, Michiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
AS ONE Corp.	3	Elect Alternate Director and Audit Committee Member Morisawa, Takeo	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Asahi Holdings, Inc.	1	Amend Articles to Change Company Name	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Asahi Holdings, Inc.	2	Elect Director Higashiura, Tomoya	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Asahi Holdings, Inc.	3.1	Elect Director and Audit Committee Member Hara, Yoshinori	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Asahi Holdings, Inc.	3.2	Elect Director and Audit Committee Member Kimura, Miyoko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Asahi Holdings, Inc.	3.3	Elect Director and Audit Committee Member Kagimoto, Mitsutoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Asahi Holdings, Inc.	3.4	Elect Director and Audit Committee Member Yamamoto, Akinori	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Asahi Holdings, Inc.	3.5	Elect Director and Audit Committee Member Tsuru, Yuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Asahi Holdings, Inc.	4	Approve Trust-Type Equity Compensation Plan	No	For	For		For	The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.9) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.9) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 23	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
BayCurrent Consulting, Inc.	2	Amend Articles to Adopt Board Structure with Audit Committee - Amend Provisions on Number of Directors - Authorize Directors to Execute Day to Day Operations without Full Board Approval - Authorize Board to Determine Income Allocation	No	For	For		For	Vote FOR this proposal.	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
BayCurrent Consulting, Inc.	3.1	Elect Director Abe, Yoshiyuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:6) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	3.2	Elect Director Ikehira, Kentaro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:6) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	3.3	Elect Director Nakamura, Kosuke	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	3.4	Elect Director Shoji, Toshimune	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	3.5	Elect Director Sato, Shintaro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
BayCurrent Consulting, Inc.	4.1	Elect Director and Audit Committee Member Okuyama, Yoshitaka	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	4.2	Elect Director and Audit Committee Member Kasuya, Yuichiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	4.3	Elect Director and Audit Committee Member Fujimoto, Tetsuya	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	4.4	Elect Director and Audit Committee Member Midorikawa, Yoshie	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BayCurrent Consulting, Inc.	5	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
BayCurrent Consulting, Inc.	6	Approve Restricted Stock Plan	No	For	For		For	We will vote FOR. The importance of having the alignment with shareholders overtrumps the lack of performance measures	No	No	Yes	
BayCurrent Consulting, Inc.	7	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Befesa SA	1	Receive Board's and Auditor's Reports	Yes					This is a non-voting item.	No	No	Yes	
Befesa SA	2	Approve Consolidated Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Befesa SA	3	Approve Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Befesa SA	4	Approve Allocation of Income and Dividends	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Befesa SA	5	Approve Discharge of Directors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Befesa SA	6	Approve Fixed Remuneration of Non-Executive Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Befesa SA	7	Approve Remuneration Policy	No	For	Against		Against	We would like to vote AGAINST item 7 (remuneration policy) and item 8 (remuneration report) as recommended by both ISS and TSCM research. While improvements to the remuneration policy are noted, per the research below, we would like to see Befesa's remuneration policy and absolute comp for the Chairman to come in line with industry peers. Specifically for the Chairman compensation, while the short term variable portion proposed is down 28% YoY, the stock performance in 2022 was even worse (-33% in 2022 and so far -18% YTD 2023). We believe the company has lots of room to improve in its disclosures to investors about business conditions which certainly don't warrant a premium compensation for Mr. Javier Molina.	Yes	No	Yes	
Befesa SA	8	Approve Remuneration Report	No	For	Against		Against	We would like to vote AGAINST item 7 (remuneration policy) and item 8 (remuneration report) as recommended by both ISS and TSCM research in the email below. While improvements to the remuneration policy are noted, per the research below, we would like to see Befesa's remuneration policy and absolute comp for the Chairman to come in line with industry peers. Specifically for the Chairman compensation, while the short term variable portion proposed is down 28% YoY, the stock performance in 2022 was even worse (-33% in 2022 and so far -18% YTD 2023). We believe the company has lots of room to improve in its disclosures to investors about business conditions which certainly don't warrant a premium compensation for Mr. Javier Molina.	Yes	No	Yes	
Befesa SA	9	Renew Appointment of KPMG Luxembourg as Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
BML, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 60	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
BML, Inc.	2	Amend Articles to Amend Business Lines	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
BML, Inc.	3.1	Elect Director Kondo, Kensuke	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BML, Inc.	3.2	Elect Director Arai, Nobuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BML, Inc.	3.3	Elect Director Takebe, Norihsa	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
BML, Inc.	3.4	Elect Director Osawa, Hideaki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BML, Inc.	3.5	Elect Director Shibata, Kenji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BML, Inc.	3.6	Elect Director Yamashita, Yuji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BML, Inc.	3.7	Elect Director Yoritaka, Yukiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BML, Inc.	3.8	Elect Director Arai, Tatsuharu	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
BML, Inc.	3.9	Elect Director Osawa, Shigeru	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
BML, Inc.	4	Appoint Alternate Statutory Auditor Nohara, Shunsuke	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Bodycote Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Bodycote Plc	2	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Bodycote Plc	3	Re-elect Daniel Dayan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Bodycote Plc	4	Re-elect Stephen Harris as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Bodycote Plc	5	Re-elect Ian Duncan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Bodycote Plc	6	Re-elect Patrick Larmon as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Bodycote Plc	9	Elect Cynthia Gordon as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Bodycote Plc	10	Elect Ben Fidler as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Bodycote Plc	11	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Bodycote Plc	12	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Bodycote Plc	13	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Bodycote Plc	14	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Bodycote Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Bodycote Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Bodycote Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Bodycote Plc	18	Amend Incentive Plan 2016	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False) The performance period or vesting period for restricted stock grants is less than '3' years. (False) Plan awards lack performance conditions. (False)	No	No	Yes
Bodycote Plc	19	Adopt New Articles of Association	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Bodycote Plc	20	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes
CIE Automotive SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
CIE Automotive SA	2	Approve Discharge of Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
CIE Automotive SA	3	Approve Allocation of Income and Dividends	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
CIE Automotive SA	4	Approve Non-Financial Information Statement	No	For	For		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	Yes
CIE Automotive SA	5	Authorize Share Repurchase and Capital Reduction via Amortization of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
CIE Automotive SA	6	Ratify Appointment of and Elect Abanti Sankaranarayanan as Director	No	For	Against		Against	The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (True) The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	Yes	No	Yes
CIE Automotive SA	7	Approve Remuneration Policy	No	For	Against		Against	A vote AGAINST this item is warranted due to the following concerns: - The CEO's contract includes excessive severance terms, and the annual payment of retention and non-compete awards, which makes the pay mix short-term oriented. - The board has not demonstrated how the CEO's EUR 20 million one-off award is correlated with shareholder experience. The corresponding adjustment of the SAR 's strike price does not mitigate those concerns.	Yes	No	Yes
CIE Automotive SA	8	Amend Share Appreciation Rights Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False) The plan allows options to be priced at less than '100%' of the full fair market value. (False) The performance period or vesting period for options is less than '3' years. (False) Plan awards lack performance conditions. (False)	No	No	Yes
CIE Automotive SA	9	Approve Annual Maximum Remuneration	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
								A vote AGAINST this item is warranted because: - Since 2018, the CEO has been receiving a guaranteed fee of EUR 2.55 million per year (38.3 percent of total pay in 2022): EUR 650,000 for retention purposes and EUR 1.9 million for post-contractual non-compete duty, which makes his pay package non-performance oriented. - The vesting conditions of SARs do not . - The company reports the CEO's annual bonus payout with a one-year lag, which falls short of local disclosure standards. - The board is not responsive to shareholder concerns over the company's remuneration practices				
CIE Automotive SA	10	Advisory Vote on Remuneration Report	No	For	Against		Against		Yes	No	Yes	
CIE Automotive SA	11	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
CIE Automotive SA	12	Approve Minutes of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
CyberArk Software Ltd.	1a.	Reelect Ron Gutler as Director	No	For	For		For		No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
CyberArk Software Ltd.	1b.	Reelect Kim Perdikou as Director	No	For	For		For		No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
CyberArk Software Ltd.	1c.	Reelect Ehud (Udi) Mokady as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
CyberArk Software Ltd.	1d.	Reelect Matthew Cohen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
CyberArk Software Ltd.	2	Approve Employment Terms of Matthew Cohen, CEO	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
CyberArk Software Ltd.	3	Approve Employment Terms of Ehud (Udi) Mokady, Chairman	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
CyberArk Software Ltd.	4	Amend Articles	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
CyberArk Software Ltd.	5	Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
CyberArk Software Ltd.	6	Discuss Financial Statements and the Report of the Board	Yes					This is a non-voting item.	No	No	Yes	
Daiseki Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 30	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Daiseki Co., Ltd.	2.1	Elect Director Yamamoto, Tetsuya	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Daiseki Co., Ltd.	2.2	Elect Director Ito, Yasuo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Daiseki Co., Ltd.	2.3	Elect Director Amano, Koji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Daiseki Co., Ltd.	2.4	Elect Director Okada, Mitsuru	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Dalata Hotel Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Dalata Hotel Group Plc	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Dalata Hotel Group Plc	3	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Dalata Hotel Group Plc	4a	Re-elect John Hennessy as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Dalata Hotel Group Plc	4b	Re-elect Dermot Crowley as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Dalata Hotel Group Plc	4c	Re-elect Elizabeth McMeikan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Dalata Hotel Group Plc	4d	Re-elect Cathriona Hallahan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Dalata Hotel Group Plc	4e	Re-elect Gervaise Slowey as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Dalata Hotel Group Plc	4f	Re-elect Shane Casserly as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Dalata Hotel Group Plc	4g	Re-elect Carol Phelan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Dalata Hotel Group Plc	5	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Dalata Hotel Group Plc	6	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Dalata Hotel Group Plc	7	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Dalata Hotel Group Plc	8	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Dalata Hotel Group Plc	9	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Dalata Hotel Group Plc	10	Authorise Re-allotment of Treasury Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Dalata Hotel Group Plc	11	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes	
Diploma Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Diploma Plc	2	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Diploma Plc	3	Re-elect David Lowden as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Diploma Plc	4	Re-elect Johnny Thomson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Diploma Plc	5	Elect Chris Davies as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Diploma Plc	6	Re-elect Andy Smith as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Diploma Plc	7	Re-elect Anne Thorburn as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Diploma Plc	8	Re-elect Geraldine Huse as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Diploma Plc	9	Re-elect Dean Finch as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '5' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Diploma Plc	10	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Diploma Plc	11	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Diploma Plc	12	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Diploma Plc	13	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Diploma Plc	14	Amend 2020 Performance Share Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:10.00) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:10.00) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3) Plan awards lack performance conditions. (False)	No	No	Yes	
Diploma Plc	15	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Diploma Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Diploma Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Diploma Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Diploma Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes	
FinecoBank SpA	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	2	Approve Allocation of Income	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	3	Approve Elimination of Negative Reserves	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	4	Adjust Remuneration of External Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	5	Fix Number of Directors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	6	Fix Board Terms for Directors	No	For	For		For	The proposed length of the director(s) term exceeds '3' years. (False:3)	No	No	Yes	
FinecoBank SpA	7.1	Slate 1 Submitted by Board of Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	7.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	Against		Against	Vote AGAINST this proposal.	No	No	Yes	
FinecoBank SpA	8	Approve Remuneration of Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
FinecoBank SpA	9	Slate 1 Submitted by Institutional Investors (Assogestioni)	No	None	For		Against	Vote AGAINST this proposal.	No	Yes	Yes	
FinecoBank SpA	10	Approve Internal Auditors' Remuneration	No	None	For		Against	Vote AGAINST this proposal.	No	Yes	Yes	
FinecoBank SpA	11	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	12	Approve Second Section of the Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	13	Approve 2023 Incentive System for Employees	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
FinecoBank SpA	14	Approve 2023 Incentive System for Personal Financial Advisors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
FincoBank SpA	15	Authorize Share Repurchase Program and Reissuance of Repurchased Shares to Service the 2023 PFA System	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
FincoBank SpA	1	Authorize Board to Increase Capital to Service 2023 Incentive System	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
FincoBank SpA	2	Authorize Board to Increase Capital to Service 2022 Incentive System	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
FincoBank SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	No	None	Against		Against	Generally vote with benchmark, unless there is specific disclosed legal action, then REFER.	No	No	Yes	
Fortnox AB	1	Open Meeting	Yes					This is a non-voting item.	No	No	Yes	
Fortnox AB	2	Elect Chairman of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	3	Prepare and Approve List of Shareholders	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	4	Approve Agenda of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	5	Designate Inspector(s) of Minutes of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	6	Acknowledge Proper Convening of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	7	Receive CEO's Report	Yes					This is a non-voting item.	No	No	Yes	
Fortnox AB	8	Receive Financial Statements and Statutory Reports	Yes					This is a non-voting item.	No	No	Yes	
Fortnox AB	9.a	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9.b	Approve Allocation of Income and Dividends of SEK 0.12 Per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9c.1	Approve Discharge of Board Chairman Olof Hallrup	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9c.2	Approve Discharge of Anna Frick	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9c.3	Approve Discharge of Lena Glader	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9c.4	Approve Discharge of Magnus Gudehn	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9c.5	Approve Discharge of Per Bertland	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9c.6	Approve Discharge of Andreas Kemi	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	9.c.7	Approve Discharge CEO of Tommy Eklund	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	10.1	Determine Number of Members (5) and Deputy Members (0) of Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	10.2	Determine Number of Auditors (1)	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations											
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Fortnox AB	11.1	Approve Remuneration of Directors in the Amount of SEK 720,000 to Chairm	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Fortnox AB	11.2	Approve Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Fortnox AB	12.1	Reelect Anna Frick as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Fortnox AB	12.2	Reelect Magnus Gudehn as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Fortnox AB	12.3	Reelect Olof Hallrup as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Fortnox AB	12.4	Reelect Olof Hallrup as Board Chair	No	For	For		For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past. (False). There are records of abuses against minority shareholder interests. (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False). The company failed to disclose adequate information on this proposal. (False).	No	No	Yes
Fortnox AB	12.5	Reelect Lena Glader as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Fortnox AB	12.6	Reelect Per Bertland as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Fortnox AB	12.7	Ratify KPMG as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	13	Authorize Chairman of the Board and Representatives of Three of Company	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fortnox AB	14	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Fortnox AB	15.A	Approve Share Savings Program 2023	No	For	For		For	Plan awards lack performance conditions. (False) The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.07) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False:1.6) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False:100) The performance period or vesting period for options is less than 3 years. (False:3)	No	No	Yes	
Fortnox AB	15.B	Approve Equity Plan Financing Through Repurchase of Own Shares	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
Fortnox AB	15.C	Approve Equity Plan Financing Through Transfer of Own Shares	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
Fortnox AB	15.D	Approve Transfer of Own Shares	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
Fortnox AB	15.E	Approve Third Party Swap Agreement as Alternative Equity Plan Financing	No	For	Against		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	Yes	Yes	
Fortnox AB	16	Approve Creation of Pool of Capital without Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Fortnox AB	17	Close Meeting	Yes					This is a non-voting item.	No	No	Yes	
Fujikura Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 17	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes	
Fujikura Ltd.	2	Amend Articles to Indemnify Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Fujikura Ltd.	3.1	Elect Director Ito, Masahiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fujikura Ltd.	3.2	Elect Director Okada, Naoki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fujikura Ltd.	3.3	Elect Director Banno, Tatsuya	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fujikura Ltd.	3.4	Elect Director Iijima, Kazuhito	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fujikura Ltd.	4.1	Elect Director and Audit Committee Member Naruke, Koji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Fujikura Ltd.	4.2	Elect Director and Audit Committee Member Hanazaki, Hamako	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fujikura Ltd.	4.3	Elect Director and Audit Committee Member Yoshikawa, Keiji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fujikura Ltd.	4.4	Elect Director and Audit Committee Member Yamaguchi, Yoji	No	For	Against		Against	The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (True) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	Yes	No	Yes	
Fujikura Ltd.	4.5	Elect Director and Audit Committee Member Meguro, Kozo	No	For	Against		Against	The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (True) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	Yes	No	Yes	
Fuso Chemical Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 33	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Fuso Chemical Co., Ltd.	2.1	Elect Director Fujioka, Misako	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Fuso Chemical Co., Ltd.	2.2	Elect Director Sugita, Shinichi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fuso Chemical Co., Ltd.	2.3	Elect Director Masauji, Haruo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fuso Chemical Co., Ltd.	2.4	Elect Director Tanimura, Takashi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fuso Chemical Co., Ltd.	2.5	Elect Director Sugimoto, Motoki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fuso Chemical Co., Ltd.	2.6	Elect Director Fujioka, Atsushi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Fuso Chemical Co., Ltd.	2.7	Elect Director Hyakushima, Hakaru	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fuso Chemical Co., Ltd.	3	Elect Director and Audit Committee Member Hirata, Fumiaki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Fuso Chemical Co., Ltd.	4	Approve Restricted Stock Plan	No	For	For		For	Vote FOR this proposal - as per ISS recommendation below, this would align management with more focus on shareholder • This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.returns	No	No	Yes	
Gaztransport & Technigaz SA	1	Approve Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Gaztransport & Technigaz SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Gaztransport & Technigaz SA	3	Approve Allocation of Income and Dividends of EUR 3.10 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gaztransport & Technigaz SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gaztransport & Technigaz SA	5	Reelect Catherine Ronge as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Gaztransport & Technigaz SA	6	Reelect Pierre Guillot as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Gaztransport & Technigaz SA	7	Elect Frederique Kalb as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Gaztransport & Technigaz SA	8	Elect Luc Gillet as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Gaztransport & Technigaz SA	9	Ratify Appointment of Carolle Foissaud as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Gaztransport & Technigaz SA	10	Renew Appointment of Cailliau Dedouit as Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gaztransport & Technigaz SA	11	Approve Compensation Report	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gaztransport & Technigaz SA	12	Approve Compensation of Philippe Berterottiere, Chairman and CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Gaztransport & Technigaz SA	13	Approve Remuneration Policy of Chairman and CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Gaztransport & Technigaz SA	14	Approve Remuneration Policy of Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Gaztransport & Technigaz SA	15	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gaztransport & Technigaz SA	16	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gaztransport & Technigaz SA	17	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 75,000	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gaztransport & Technigaz SA	18	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 35,000	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Gaztransport & Technigaz SA	19	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 35,000	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The maximum number of shares to be issued is not disclosed. (False) The shares have superior voting rights. (False) The stock that could be issued represent more than '20% of the current outstanding shares. (False:9.44) The board can set the rights//terms of the shares at issuance. (False) The shares can be used as a takeover defense. (False)	No	No	Yes	
Gaztransport & Technigaz SA	20	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 17 to 19	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gaztransport & Technigaz SA	21	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis. 	No	No	Yes	
Gaztransport & Technigaz SA	22	Authorize Capitalization of Reserves of Up to EUR 75,000 for Bonus Issue or Increase in Par Value	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gaztransport & Technigaz SA	23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For		Against	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (True:60.00)	Yes	Yes	Yes	
Gaztransport & Technigaz SA	24	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries	No	For	For		Against	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (True:60.00)	Yes	Yes	Yes	
Gaztransport & Technigaz SA	25	Set Total Limit for Capital Increase to Result from Issuance Requests Under Items 17 to 24 at EUR 121,500	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gaztransport & Technigaz SA	26	Authorize Filing of Required Documents/Other Formalities	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gerresheimer AG	1	Receive Financial Statements and Statutory Reports for Short Fiscal Year 2022 (Non-Voting)	Yes					This is a non-voting item.	No	No	Yes	
Gerresheimer AG	2	Approve Allocation of Income and Dividends of EUR 1.25 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gerresheimer AG	3	Approve Discharge of Management Board for Fiscal Year 2022	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gerresheimer AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2022	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gerresheimer AG	5	Ratify Deloitte GmbH as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for the First Half of Fiscal Year 2023	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Gerresheimer AG	6	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Gerresheimer AG	7	Approve Virtual-Only Shareholder Meetings Until 2025	No	For	For		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	Yes	
Gerresheimer AG	8	Approve Creation of EUR 6.9 Million Pool of Authorized Capital I with or without Exclusion of Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gerresheimer AG	9	Approve Creation of EUR 3.5 Million Pool of Authorized Capital II with or without Exclusion of Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Gerresheimer AG	10	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 500 Million; Approve Creation of EUR 3.5 Million Pool of Capital to Guarantee Conversion Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
GOLDWIN INC.	1.1	Elect Director Nishida, Akio	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	1.2	Elect Director Watanabe, Takao	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
GOLDWIN INC.	1.3	Elect Director Nishida, Yoshiteru	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	1.4	Elect Director Homma, Eiichiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	1.5	Elect Director Shirasaki, Michio	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	1.6	Elect Director Mori, Hikari	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	1.7	Elect Director Moriguchi, Yuko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
GOLDWIN INC.	1.8	Elect Director Akiyama, Rie	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	1.9	Elect Director Yoshimoto, Ichiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	1.10	Elect Director Tamesue, Dai	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
GOLDWIN INC.	2.1	Appoint Statutory Auditor Sato, Osamu	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
GOLDWIN INC.	2.2	Appoint Statutory Auditor Morita, Tsutomu	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes	
GOLDWIN INC.	3	Approve Compensation Ceiling for Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
HENSOLDT AG	1	Receive Financial Statements and Statutory Reports for Fiscal Year 2022 (Non-Voting)	Yes					This is a non-voting item.	No	No	Yes	
HENSOLDT AG	2	Approve Allocation of Income and Dividends of EUR 0.30 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
HENSOLDT AG	3	Approve Discharge of Management Board for Fiscal Year 2022	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
HENSOLDT AG	4	Approve Discharge of Supervisory Board for Fiscal Year 2022	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
HENSOLDT AG	5	Ratify KPMG AG as Auditors for Fiscal Year 2023 and for the Review of Interim Financial Statements for Fiscal Year 2023	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
HENSOLDT AG	6	Approve Remuneration Report	No	For	Against		Against	A vote AGAINST the remuneration report is warranted because: - Disclosure practices deviate from common market practice and SRD II regarding the years assessed in the report (the company is reporting on 2021 performance instead of 2022 performance). - Termination provisions for management board members are in excess of market standards. - Discretionary adjustments were made to the STI, inflating the payout levels, without having provided a compelling rationale. - The pension plans for executives result in pension contributions that are considered excessive compared to market practice and peer companies. We will vote consistent with ISS' recommendations on Items 6 & 7 (AGAINST) and on Item 9 (FOR).	Yes	No	Yes	
HENSOLDT AG	7	Approve Remuneration Policy	No	For	Against		Against	A vote AGAINST this resolution is warranted because: - The proposed policy contains significant scope for the award of discretionary payments via guaranteed bonuses for new joiners. - The rigor and the impact of the additional LTI criterion cannot be fully assessed. We will vote consistent with ISS' recommendations on Items 6 & 7 (AGAINST) and on Item 9 (FOR).	Yes	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)				
HENSOLDT AG	8	Elect Marco Fuchs to the Supervisory Board	No	For	For		For		No	No	Yes	
HENSOLDT AG	9	Approve Virtual-Only Shareholder Meetings Until 2025	No	For	For		For	We will vote consistent with ISS' recommendations on Items 6 & 7 (AGAINST) and on Item 9 (FOR).	No	No	Yes	
HENSOLDT AG	10	Amend Articles Re: Participation of Supervisory Board Members in the Annual General Meeting by Means of Audio and Video Transmission	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Howden Joinery Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Howden Joinery Group Plc	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Howden Joinery Group Plc	3	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
Howden Joinery Group Plc	4	Elect Peter Ventress as Director	No	For	For		For		No	No	Yes	

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Howden Joinery Group Plc	9	Re-elect Andrew Livingston as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Howden Joinery Group Plc	10	Re-elect Debbie White as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Howden Joinery Group Plc	11	Reappoint KPMG LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Howden Joinery Group Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Howden Joinery Group Plc	13	Authorise UK Political Donations and Expenditure	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Howden Joinery Group Plc	14	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Howden Joinery Group Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Howden Joinery Group Plc	16	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Howden Joinery Group Plc	17	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes	
Huhtamaki Oyj	1	Open Meeting	Yes					This is a non-voting item.	No	No	Yes	
Huhtamaki Oyj	2	Call the Meeting to Order	Yes					This is a non-voting item.	No	No	Yes	
Huhtamaki Oyj	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes					This is a non-voting item.	No	No	Yes	
Huhtamaki Oyj	4	Acknowledge Proper Convening of Meeting	Yes					This is a non-voting item.	No	No	Yes	
Huhtamaki Oyj	5	Prepare and Approve List of Shareholders	Yes					This is a non-voting item.	No	No	Yes	
Huhtamaki Oyj	6	Receive Financial Statements and Statutory Reports	Yes					This is a non-voting item.	No	No	Yes	
Huhtamaki Oyj	7	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations											
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Huhtamaki Oyj	8	Approve Allocation of Income and Dividends of EUR 1.00 Per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Huhtamaki Oyj	9	Approve Discharge of Board and President	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Huhtamaki Oyj	10	Approve Remuneration Report (Advisory Vote)	No	For	Against		Against	A vote AGAINST this item is warranted due to lack of disclosure of individual weights, targets, and achievement levels under the STIP and lack of ex-post disclosure of performance criteria for vested LTI awards.	Yes	No	Yes
Huhtamaki Oyj	11	Amend Remuneration Policy And Other Terms of Employment For Executive Management	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Huhtamaki Oyj	12	Approve Remuneration of Directors in the Amount of EUR 170,000 for Chairman, EUR 80,000 for Vice Chairman, and EUR 65,000 for Other Directors; Approve Remuneration for Committee Work; Approve Meeting Fees	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Huhtamaki Oyj	13	Fix Number of Directors at Nine	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Huhtamaki Oyj	14	Reelect Pekka Ala-Pietila (Chair), Mercedes Alonso, Doug Baillie, William R. Barker, Anja Korhonen, Kerttu Tuomas (Vice Chair) and Ralf K. Wunderlich as Directors; Elect Pauline Lindwall and Pekka Vauramo as New Directors	No	For	For		For	There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) One or more directors attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse. (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes
Huhtamaki Oyj	15	Approve Remuneration of Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Huhtamaki Oyj	16	Ratify KPMG as Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Huhtamaki Oyj	17	Authorize Share Repurchase Program	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Huhtamaki Oyj	18	Approve Issuance of up to 10 Million Shares without Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Huhtamaki Oyj	19	Allow Shareholder Meetings to be Held Partially or Fully by Electronic Means	No	For	For		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	Yes
Huhtamaki Oyj	20	Amend Charter of the Shareholder Nomination Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Huhtamaki Oyj	21	Close Meeting	Yes					This is a non-voting item.	No	No	Yes
Indra Sistemas SA	1	Approve Consolidated and Standalone Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Indra Sistemas SA	2	Approve Non-Financial Information Statement	No	For	For		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	Yes
Indra Sistemas SA	3	Approve Allocation of Income and Dividends	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Indra Sistemas SA	4	Approve Discharge of Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Indra Sistemas SA	5	Amend Article 21 Re: Increase in Board Size to 16	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Indra Sistemas SA	6.1	Fix Number of Directors at 16	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Indra Sistemas SA	6.2	Ratify Appointment of and Elect Jose Vicente de los Mozos Obispo as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Indra Sistemas SA	6.3	Elect Maria Angeles Santamaria Martin as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes	
Indra Sistemas SA	6.4	Elect Elena Garcia Armada as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes	
Indra Sistemas SA	6.5	Elect Pablo Jimenez de Parga Masada as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an outsider (non-executive) and sits on more than '6' public boards. (False) The nominee is an insider (executive), excluding the CEO, and sits on more than '6' outside boards. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Indra Sistemas SA	7.1	Approve Elimination of the Deferral of the Allocation of Shares of the Variable Annual Remuneration Accrued by Executive Directors	No	For	For		For	The plan allows options to be priced at less than 100% of the full fair market value. (False) The SVT for the underlying plan (or aggregate of all plans) is greater than the company's allowable cap. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes	
Indra Sistemas SA	7.2	Amend 2021-2023 Medium-Term Incentive Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.73) The performance period or vesting period for restricted stock grants is less than '3' years. (False) Plan awards lack performance conditions. (False)	No	No	Yes	
Indra Sistemas SA	8	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Indra Sistemas SA	9	Approve Grant of Shares under the Variable Annual Remuneration	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:0.73) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100%' of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes	
Indra Sistemas SA	10	Advisory Vote on Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Indra Sistemas SA	11	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Indra Sistemas SA	12	Receive Amendments to Board of Directors Regulations	Yes					This is a non-voting item.	No	No	Yes	
Internet Initiative Japan, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 14.63	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Internet Initiative Japan, Inc.	2.1	Elect Director Suzuki, Koichi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.2	Elect Director Katsu, Eijiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Internet Initiative Japan, Inc.	2.3	Elect Director Murabayashi, Satoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.4	Elect Director Taniwaki, Yasuhiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.5	Elect Director Kitamura, Koichi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.6	Elect Director Watai, Akiyoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.7	Elect Director Kawashima, Tadashi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Internet Initiative Japan, Inc.	2.8	Elect Director Shimagami, Junichi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.9	Elect Director Yoneyama, Naoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.10	Elect Director Tsukamoto, Takashi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.11	Elect Director Tsukuda, Kazuo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.12	Elect Director Iwama, Yoichiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Internet Initiative Japan, Inc.	2.13	Elect Director Okamoto, Atsushi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Internet Initiative Japan, Inc.	2.14	Elect Director Tonosu, Kaori	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Interpump Group SpA	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Interpump Group SpA	2	Receive Consolidated Financial Statements and Statutory Reports (Non-Voting)	Yes					This is a non-voting item.	No	No	Yes	
Interpump Group SpA	3	Approve Allocation of Income	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Interpump Group SpA	4	Approve Remuneration Policy	No	For	Against		Against	This item warrants a vote AGAINST because: - Termination payments can be in excess of 24 months' pay. - The level of pay for the CEO is excessive relative to peers. - The company can pay significant discretionary bonuses (up to 75 percent of fixed remuneration). - The board maintains excessively broad derogation powers.	Yes	No	Yes	
Interpump Group SpA	5	Approve Second Section of the Remuneration Report	No	For	Against		Against	This item warrants a vote AGAINST because the company does not provide sufficient disclosure on performance criteria attached to the short-term variable remuneration as well as the weight of the various metrics utilized. This lack of disclosure is particularly concerning as the CEO constantly attains maximum payout under the short-term annual incentive, which poses doubts around the rigorosity of the performance targets and their assessment. In addition, the level of pay for the CEO is excessive, and the company lacked responsiveness to significant dissent to its Say-on-Pay proposals at last year AGMs.	Yes	No	Yes	
Interpump Group SpA	6	Fix Number of Directors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Interpump Group SpA	7	Fix Board Terms for Directors	No	For	For		For	The proposed length of the director(s) term exceeds '3' years. (False:3)	No	No	Yes	
Interpump Group SpA	8.1	Slate 1 Submitted by Gruppo IPG Holding SpA	No	None	Against		Against	Vote AGAINST this slate because: - Shareholders can support only one slate. - This slate contains overboarded candidates. - Slate number 2 is better positioned to represent the long-term interests of minority shareholders and carry out an independent oversight of the management's action.	No	No	Yes	
Interpump Group SpA	8.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	For		For	This resolution warrants a vote FOR because: - Shareholders can support only one slate. - This slate has been put forth by minority shareholders, and these nominees could therefore be the best positioned to represent the interests of minority shareholders and carry out an effective oversight on the management's behavior. - Candidates on this list have agreed to adhere to the chart of corporate governance principles adopted by Assogestioni.	No	No	Yes	
Interpump Group SpA	9	Elect Board Chair	No	None	Against		For	Vote Case By Case on this proposal.	No	Yes	Yes	
Interpump Group SpA	10	Approve Remuneration of Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Interpump Group SpA	11.1	Slate 1 Submitted by Gruppo IPG Holding SpA	No	None	For		For	This item warrants a vote FOR because: - Shareholders can support only one slate. - Supporting this slate would ensure that the chairperson of the statutory auditor board is appointed from the slate proposed by institutional investors.	No	No	Yes	
Interpump Group SpA	11.2	Slate 2 Submitted by Institutional Investors (Assogestioni)	No	None	Against		Against	This item warrants a vote AGAINST because: - Shareholders can support only one slate; - All proposed candidates under both slates possess the professional experience to fulfill their role of statutory auditors; - Supporting Slate 1 would ensure that the chairperson of the statutory auditor board is appointed from the slate proposed by institutional investors. Institutional investors who have contributed to present Slate 2 through Assogestioni may want to make sure that they support Slate 2 in order to prevent possible allegation of links with the other slate.	No	No	Yes	
Interpump Group SpA	12	Approve Internal Auditors' Remuneration	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Interpump Group SpA	13	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	Against		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	Yes	Yes	
Interpump Group SpA	1	Amend Articles Re: Article Articles 14	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Interpump Group SpA	2	Amend Company Bylaws Re: Article 16	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Interpump Group SpA	A	Deliberations on Possible Legal Action Against Directors if Presented by Shareholders	No	None	Against		Against	Generally vote with benchmark, unless there is specific disclosed legal action, then REFER.	No	No	Yes	
Ipsos SA	1	Approve Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Ipsos SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Ipsos SA	3	Approve Allocation of Income and Dividends of EUR 1.35 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Ipsos SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes	
Ipsos SA	5	Reelect Patrick Artus as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Ipsos SA	6	Reelect Ben Page as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Ipsos SA	7	Reelect Eliane Rouyer-Chevalier as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Ipsos SA	8	Reelect Laurence Stoclet as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Ipsos SA	9	Elect Angels Martin Munoz as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Ipsos SA	10	Elect Florence Parly as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Ipsos SA	11	Renew Appointment of Grant Thornton as Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Ipsos SA	12	Approve Remuneration of Directors in the Aggregate Amount of EUR 625,000	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Ipsos SA	13	Approve Compensation of Ben Page, CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Ipsos SA	14	Approve Compensation of Didier Truchot, Chairman of the Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Ipsos SA	15	Approve Compensation of Laurence Stoclet, Vice-CEO from January 1, 2022 to September 30, 2022 (Advisory)	No	For	Against		Against	Votes AGAINST the remuneration of Laurence Stoclet (item 15) and Henri Wallard (item 16) are warranted because: - The level of disclosure surrounding the bonus performance conditions is limited. - The termination payments exceed the recommended cap. - Laurence Stoclet was granted a full LTIP despite her departure. - The company does not disclose the post-mandate treatment of unvested LTIPs.	Yes	No	Yes	
Ipsos SA	16	Approve Compensation of Henri Wallard, Vice-CEO from January 1, 2022 to May 17, 2022 (Advisory)	No	For	Against		Against	Votes AGAINST the remuneration of Laurence Stoclet (item 15) and Henri Wallard (item 16) are warranted because: - The level of disclosure surrounding the bonus performance conditions is limited. - The termination payments exceed the recommended cap. - Laurence Stoclet was granted a full LTIP despite her departure. - The company does not disclose the post-mandate treatment of unvested LTIPs.	Yes	No	Yes	
Ipsos SA	17	Approve Remuneration Policy of CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Ipsos SA	18	Approve Remuneration Policy of Chairman of the Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Ipsos SA	19	Approve Remuneration Policy of Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Ipsos SA	20	Approve Compensation Report of Corporate Officers	No	For	Against		Against	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	Yes	No	Yes	
Ipsos SA	21	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Ipsos SA	22	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Ipsos SA	23	Authorize up to 1.30 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Employees and Corporate Officers With Performance Conditions Attached	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:1.30) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:4.95) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3) Plan awards lack performance conditions. (False)	No	No	Yes	
Ipsos SA	24	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For		For	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (False:80.00)	No	No	Yes	
Ipsos SA	25	Authorize Filing of Required Documents/Other Formalities	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

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Kadokawa Corp.	1	Amend Articles to Abolish Board Structure with Audit Committee - Adopt Board Structure with Three Committees - Clarify Director Authority on Shareholder Meetings - Amend Provisions on Number of Directors - Clarify Director Authority on Board Meetings	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Kadokawa Corp.	2.1	Elect Director Natsuno, Takeshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:7) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Kadokawa Corp.	2.2	Elect Director Yamashita, Naohisa	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:7) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Kadokawa Corp.	2.3	Elect Director Murakawa, Shinobu	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Kadokawa Corp.	2.4	Elect Director Kase, Noriko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Kadokawa Corp.	2.5	Elect Director Kawakami, Nobuo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Kadokawa Corp.	2.6	Elect Director Cindy Chou	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kadokawa Corp.	2.7	Elect Director Unora, Hiro	No	For	Against		Against	The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (True:46.2) The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	Yes	No	Yes	
Kadokawa Corp.	2.8	Elect Director Ruth Marie Jarman	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kadokawa Corp.	2.9	Elect Director Sugiyama, Tadaaki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kadokawa Corp.	2.10	Elect Director Sasamoto, Yu	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Kadokawa Corp.	2.11	Elect Director Shiba, Akihiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kadokawa Corp.	2.12	Elect Director Uzawa, Ayumi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kadokawa Corp.	2.13	Elect Director David Macdonald	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Keywords Studios Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Keywords Studios Plc	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Keywords Studios Plc	3	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Keywords Studios Plc	4	Elect Don Robert as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Keywords Studios Plc	7	Re-elect Charlotta Ginman as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Keywords Studios Plc	8	Re-elect Jon Hauck as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Keywords Studios Plc	9	Re-elect Marion Sears as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Keywords Studios Plc	10	Re-elect Neil Thompson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Keywords Studios Plc	11	Reappoint BDO LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Keywords Studios Plc	12	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Keywords Studios Plc	13	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Keywords Studios Plc	14	Approve Increase in the Cap on Aggregate Fees Payable to Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Keywords Studios Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Keywords Studios Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Keywords Studios Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Kobe Bussan Co., Ltd.	1	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For		For	Vote FOR this proposal.	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Kobe Bussan Co., Ltd.	2.1	Elect Director Numata, Hirokazu	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kobe Bussan Co., Ltd.	2.2	Elect Director Tanaka, Yasuhiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kobe Bussan Co., Ltd.	2.3	Elect Director Kido, Yasuharu	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kobe Bussan Co., Ltd.	2.4	Elect Director Asami, Kazuo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kobe Bussan Co., Ltd.	2.5	Elect Director Nishida, Satoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kobe Bussan Co., Ltd.	2.6	Elect Director Watanabe, Akihito	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Kobe Bussan Co., Ltd.	3	Approve Stock Option Plan	No	For	For		For	Better alignment of management interests with those of shareholders with enhanced focus on share performance is a good thing. We agree with both ISS and the Board recommendation. The potential dilution from the options is 1% maximum over two years, therefore not overly significant. Vote FOR the stock option plan.	No	No	Yes	
Loomis AB	1	Open Meeting	Yes					This is a non-voting item.	No	No	Yes	
Loomis AB	2	Elect Chairman of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	3	Prepare and Approve List of Shareholders	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	4	Approve Agenda of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	5	Designate Inspector(s) of Minutes of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	6	Acknowledge Proper Convening of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	7	Receive President's Report	Yes					This is a non-voting item.	No	No	Yes	
Loomis AB	8.a	Receive Financial Statements and Statutory Reports	Yes					This is a non-voting item.	No	No	Yes	
Loomis AB	8.b	Receive Auditor's Report on Application of Guidelines for Remuneration for Executive Management	Yes					This is a non-voting item.	No	No	Yes	
Loomis AB	9.a	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	9.b	Approve Allocation of Income and Dividends of SEK 12 Per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	9.c	Approve May 8, 2023 as Record Date for Dividend Payment	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	9.d	Approve Discharge of Board and President	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	10	Determine Number of Members (7) and Deputy Members of Board (0)	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	11	Approve Remuneration of Directors in the Amount of SEK 1.3 Million for Chairman and SEK 550,000 for Other Directors; Approve Remuneration for Committee Work; Approve Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Loomis AB	12	Reelect Alf Goransson (Chairman), Jeanette Almberg, Lars Blecko, Cecilia Daun Wennborg, Liv Forhaug, Johan Lundberg and Santiago Galaz as Directors	No	For	Against		Against	A vote AGAINST these proposals is warranted because candidate Alf Goransson is overboarded.	Yes	No	Yes	
Loomis AB	13	Ratify Deloitte AB as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Loomis AB	14	Approve Remuneration Report	No	For	Against		Against	A vote AGAINST this item is warranted because the provision for the former CEO with limited disclosure.	Yes	No	Yes	
Loomis AB	15	Approve Performance Share Plan (LTIP 2023)	No	For	Against		Against	A vote AGAINST this proposal is warranted because the plan has an insufficient performance period and lacks disclosure regarding the performance targets.	Yes	No	Yes	
Loomis AB	16	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Loomis AB	17	Close Meeting	Yes					This is a non-voting item.	No	No	Yes	
Meitec Corp.	1	Approve Allocation of Income, with a Final Dividend of JPY 63	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Meitec Corp.	2	Approve Adoption of Holding Company Structure and Transfer of Operations to Wholly Owned Subsidiary	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Meitec Corp.	3	Amend Articles to Change Company Name - Adopt Board Structure with Audit Committee - Amend Provisions on Number of Directors - Authorize Board to Determine Income Allocation	No	For	For		For		No	No	Yes	
Meitec Corp.	4.1	Elect Director Kokubun, Hideyo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:7) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	4.2	Elect Director Uemura, Masato	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	4.3	Elect Director Yamaguchi, Akira	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	4.4	Elect Director Yokoe, Kumi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	5	Appoint Statutory Auditor Kunibe, Toru	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Meitec Corp.	6.1	Elect Director Kokubun, Hideyo Conditional upon Approval of Item 3	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:7) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	6.2	Elect Director Uemura, Masato Conditional upon Approval of Item 3	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	6.3	Elect Director Yamaguchi, Akira Conditional upon Approval of Item 3	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	6.4	Elect Director Yokoe, Kumi Conditional upon Approval of Item 3	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	7.1	Elect Director and Audit Committee Member Uematsu, Masatoshi Conditional upon Approval of Item 3	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Meitec Corp.	7.2	Elect Director and Audit Committee Member Kunibe, Toru Conditional upon Approval of Item 3	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	7.3	Elect Director and Audit Committee Member Yamaguchi, Mitsunobu Conditional upon Approval of Item 3	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Meitec Corp.	8	Approve Compensation Ceiling for Directors Who Are Not Audit Committee Members	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Meitec Corp.	9	Approve Compensation Ceiling for Directors Who Are Audit Committee Members	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nakanishi, Inc.	1	Approve Allocation of Income, with a Final Dividend of JPY 24	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nakanishi, Inc.	2	Elect Director Shiomi, Chika	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Nakanishi, Inc.	3	Approve Restricted Stock Plan	No	For	For		For	After reviewing I agree with ISS, so we will vote FOR. This plan is likely to help sharpen recipients' focus on share price performance and align their interests more closely with those of shareholders.	No	No	Yes	
Nexans SA	1	Approve Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Nexans SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Nexans SA	3	Approve Allocation of Income and Dividends of EUR 2.10 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nexans SA	4	Reelect Jean Mouton as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Nexans SA	7	Reelect Hubert Porte as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nexans SA	8	Approve Compensation Report of Corporate Officers	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	9	Approve Compensation of Jean Mouton, Chairman of the Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Nexans SA	10	Approve Compensation of Christopher Guerin, CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Nexans SA	11	Approve Remuneration of Directors in the Aggregate Amount of EUR 820,000	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	12	Approve Remuneration Policy of Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Nexans SA	13	Approve Remuneration Policy of Chairman of the Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Nexans SA	14	Approve Remuneration Policy of CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Nexans SA	15	Approve Transaction with Invevans Limited Re: Long Term Partnership	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nexans SA	16	Approve Transaction with Invevans SA Re: Tax Reimbursement Distribution Agreement by Brazilian Tax Authorities	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nexans SA	17	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	18	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	19	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 14 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	20	Authorize Capitalization of Reserves of Up to EUR 14 Million for Bonus Issue or Increase in Par Value	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	21	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 4,375,330	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	22	Approve Issuance of Equity or Equity-Linked Securities for Private Placements up to Aggregate Nominal Amount of EUR 4,375,330	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The maximum number of shares to be issued is not disclosed. (False) The shares have superior voting rights. (False) The stock that could be issued represent more than '20%' of the current outstanding shares. (False:10.00) The board can set the rights/terms of the shares at issuance. (False) The shares can be used as a takeover defense. (False)	No	No	Yes	
Nexans SA	23	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 19, 21, 22 and 24	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	24	Authorize Capital Increase of up to EUR 4,375,330 for Contributions in Kind	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nexans SA	25	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For		For	Votes FOR these employee stock purchase plans are warranted as the proposed volumes respect the recommended guidelines.	No	No	Yes	
Nexans SA	26	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for International Employees	No	For	For		For	Votes FOR these employee stock purchase plans are warranted as the proposed volumes respect the recommended guidelines.	No	No	Yes	

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Nexans SA	27	Authorize Up to EUR 300,000 for Use in Restricted Stock Plan With Performance Conditions Attached	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.69) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:4.53) Plan awards lack performance conditions. (False) The performance period or vesting period for restricted stock grants is less than 3 years. (False:3)	No	No	Yes
Nexans SA	28	Authorize Up to EUR 50,000 for Use in Restricted Stock Plan	No	For	For		For	A vote FOR this item is warranted because the terms of the proposed authorization are not problematic as it is reserved to "talents" (key employees) below executive committee level and not benefitting from performance shares.	No	No	Yes
Nexans SA	29	Authorize Filing of Required Documents/Other Formalities	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Nippon Gas Co., Ltd. (8174)	1	Approve Allocation of Income, with a Final Dividend of JPY 32.5	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Nippon Gas Co., Ltd. (8174)	2	Amend Articles to Amend Business Lines	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Nippon Gas Co., Ltd. (8174)	3.1	Elect Director Wada, Shinji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Nippon Gas Co., Ltd. (8174)	3.2	Elect Director Kashiwaya, Kunihiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Nippon Gas Co., Ltd. (8174)	3.3	Elect Director Watanabe, Daijo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Nippon Gas Co., Ltd. (8174)	3.4	Elect Director Yoshida, Keiichi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes

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TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Nippon Gas Co., Ltd. (8174)	3.5	Elect Director Yamada, Tsuyoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Nippon Gas Co., Ltd. (8174)	3.6	Elect Director Satonaka, Eriko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Nippon Gas Co., Ltd. (8174)	4.1	Appoint Statutory Auditor Manaka, Kenji	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nippon Gas Co., Ltd. (8174)	4.2	Appoint Statutory Auditor Orihara, Takao	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	1	Open Meeting	Yes					This is a non-voting item.	No	No	Yes	
Nordnet AB	2	Elect Chairman of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	3	Prepare and Approve List of Shareholders	Yes					This is a non-voting item.	No	No	Yes	
Nordnet AB	4	Designate Inspector(s) of Minutes of Meeting	Yes					This is a non-voting item.	No	No	Yes	
Nordnet AB	5	Acknowledge Proper Convening of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	6	Approve Agenda of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	7	Receive President's Report	Yes					This is a non-voting item.	No	No	Yes	
Nordnet AB	8	Receive CEO's Report	Yes					This is a non-voting item.	No	No	Yes	
Nordnet AB	9	Receive Financial Statements and Statutory Reports	Yes					This is a non-voting item.	No	No	Yes	
Nordnet AB	10	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	11	Approve Allocation of Income and Dividends of SEK 4.60 Per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.a	Approve Discharge of Anna Back	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.b	Approve Discharge of Charlotta Nilsson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.c	Approve Discharge of Tom Dinkelspiel	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.d	Approve Discharge of Karitha Ericson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.e	Approve Discharge of Gustaf Unger	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.f	Approve Discharge of Fredrik Bergstrom	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.g	Approve Discharge of Henrik Rattzen	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.h	Approve Discharge of Per Widerstrom	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.i	Approve Discharge of Jan Dinkelspiel	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.j	Approve Discharge of Christian Frick	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.k	Approve Discharge of Hans Larsson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	12.l	Approve Discharge of CEO Lars-Ake Norling	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	13.a	Determine Number of Members (8) and Deputy Members of Board (0)	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	13.b	Determine Number of Auditors (1) and Deputy Auditors (0)	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	14.a1	Approve Remuneration of Directors in the Amount of SEK 450,000 for Chair and for Other Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nordnet AB	14.a2	Approve Remuneration for the Risk and Compliance Committee	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nordnet AB	14.a3	Approve Remuneration for the Audit Committee	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nordnet AB	14.a4	Approve Remuneration for the IT committee	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nordnet AB	14.a5	Approve Remuneration for the Remuneration Committee	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nordnet AB	14.b	Approve Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Nordnet AB	15.a1	Reelect Tom Dinkelspiel as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nordnet AB	15.a2	Reelect Fredrik Bergstrom as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Nordnet AB	15.a3	Reelect Anna Back as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nordnet AB	15.a4	Reelect Karitha Ericson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Nordnet AB	15.a5	Reelect Charlotta Nilsson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nordnet AB	15.a6	Reelect Henrik Rattzen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Nordnet AB	15.a7	Reelect Gustaf Unger as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nordnet AB	15.a8	Reelect Per Widerstrom as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nordnet AB	15.b	Reelect Tom Dinkelspiel as Board Chair	No	For	For		For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).	No	No	Yes	
Nordnet AB	15.c	Ratify Deloitte AB as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nordnet AB	16	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Nordnet AB	17	Authorize Share Repurchase Program	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Nordnet AB	18.a	Authorize the Board to Repurchase Warrants from Participants in Warrants Plan 2020/2023	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes	
Nordnet AB	18.b	Approve Creation of SEK 10,000 Pool of Capital without Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nordnet AB	19	Approve Warrant Plan for Key Employees	No	For	For		For	Plan awards lack performance conditions. (True) The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:1.00) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:4.08) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The performance period or vesting period for options is less than '3' years. (False) The plan allows options to be priced at less than '100%' of the full fair market value. (False:100)	No	No	Yes	
Nordnet AB	20	Close Meeting	Yes					This is a non-voting item.	No	No	Yes	
Nova Ltd.	1a	Reelect Eitan Oppenheim as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Nova Ltd.	1b	Reelect Avi Cohen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nova Ltd.	1c	Reelect Raanan Cohen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Nova Ltd.	1d	Reelect Sarit Sagiv as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nova Ltd.	1e	Reelect Zehava Simon as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Nova Ltd.	1f	Elect Yaniv Garty as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Nova Ltd.	2	Approve Employment Terms of Gabriel Waisman as New President and CEO	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nova Ltd.	3	Approve Additional Termination Terms of Eitan Oppenheim, President and CEO	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nova Ltd.	4	Approve Amended Compensation Scheme of Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Nova Ltd.	5	Reappoint Kost Forer Gabbay & Kasierer as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Nova Ltd.	6	Discuss Financial Statements and the Report of the Board	Yes					This is a non-voting item.	No	No	Yes	
Nova Ltd.	A	Vote FOR if you are a controlling shareholder or have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	No	None	Refer		Against	Vote against, as there is no personal interest in this agenda.	No	No	Yes	
Organo Corp.	1	Approve Allocation of Income, with a Final Dividend of JPY 33	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Organo Corp.	2.1	Elect Director Yamada, Masayuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:5) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Organo Corp.	2.2	Elect Director Nakayama, Yasutoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Organo Corp.	2.3	Elect Director Suda, Nobuyoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Organo Corp.	2.4	Elect Director Honda, Tetsushi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Organo Corp.	2.5	Elect Director Terui, Keiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Organo Corp.	2.6	Elect Director Hirai, Kenji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Organo Corp.	2.7	Elect Director Wada, Morifumi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Organo Corp.	2.8	Elect Director Abe, Daisaku	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Organo Corp.	2.9	Elect Director Hanano, Nobuko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Organo Corp.	3.1	Appoint Statutory Auditor Tajitsu, Yoshihiro	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Organo Corp.	3.2	Appoint Statutory Auditor Higuchi, Wataru	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Organo Corp.	3.3	Appoint Statutory Auditor Kodama, Hirohito	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Organo Corp.	4.1	Appoint Alternate Statutory Auditor Myoga, Haruki	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Organo Corp.	4.2	Appoint Alternate Statutory Auditor Minaki, Mio	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Organo Corp.	5	Approve Compensation Ceiling for Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Pason Systems Inc.	1	Fix Number of Directors at Six	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Pason Systems Inc.	2.1	Elect Director Marcel Kessler	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Pason Systems Inc.	2.2	Elect Director Ken Mullen	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Pason Systems Inc.	2.3	Elect Director Jon Faber	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Pason Systems Inc.	2.4	Elect Director T. Jay Collins	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Pason Systems Inc.	2.5	Elect Director Judi M. Hess	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
Pason Systems Inc.	2.6	Elect Director Laura L. Schwinn	No	For	For		For		No	No	Yes	
Pason Systems Inc.	3	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Pason Systems Inc.	4	Advisory Vote on Executive Compensation Approach	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Pason Systems Inc.	5	Adopt By-Law No. 1	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes	
Patria Investments Limited	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
								The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)				
Rohto Pharmaceutical Co., Ltd.	1.1	Elect Director Yamada, Kunio	No	For	For		For		No	No	Yes	
								The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:4) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)				
Rohto Pharmaceutical Co., Ltd.	1.2	Elect Director Sugimoto, Masashi	No	For	For		For		No	No	Yes	
								The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)				
Rohto Pharmaceutical Co., Ltd.	1.3	Elect Director Saito, Masaya	No	For	For		For		No	No	Yes	

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TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Rohto Pharmaceutical Co., Ltd.	1.4	Elect Director Kunisaki, Shinichi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Rohto Pharmaceutical Co., Ltd.	1.5	Elect Director Segi, Hidetoshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Rohto Pharmaceutical Co., Ltd.	1.6	Elect Director Kawasaki, Yasunori	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Rohto Pharmaceutical Co., Ltd.	1.7	Elect Director Okochi, Yoshie	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Rohto Pharmaceutical Co., Ltd.	1.8	Elect Director Iriyama, Akie	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Rohto Pharmaceutical Co., Ltd.	1.9	Elect Director Mera, Haruka	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Rohto Pharmaceutical Co., Ltd.	1.10	Elect Director Uemura, Tatsuo	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Rohto Pharmaceutical Co., Ltd.	1.11	Elect Director Hayashi, Eriko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Rotork Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Rotork Plc	2	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Rotork Plc	3	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Rotork Plc	4	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Rotork Plc	5	Re-elect Ann Andersen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Rotork Plc	6	Re-elect Tim Cobbold as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Rotork Plc	7	Re-elect Jonathan Davis as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

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Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Rotork Plc	10	Re-elect Karin Meurk-Harvey as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Rotork Plc	11	Re-elect Janice Stipp as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
Rotork Plc	12	Elect Dorothy Thompson as Director	No	For	For		For		No	No	Yes	
Rotork Plc	13	Reappoint Deloitte LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Rotork Plc	14	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Rotork Plc	15	Authorise UK Political Donations and Expenditure	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Rotork Plc	16	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Rotork Plc	17	Approve Sharesave Scheme	No	For	For		For	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (False:80.00)	No	No	Yes	
Rotork Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Rotork Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Rotork Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Rotork Plc	21	Authorise Market Purchase of Preference Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Rotork Plc	22	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes	
RWS Holdings Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
RWS Holdings Plc	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
RWS Holdings Plc	3	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
RWS Holdings Plc	4	Re-elect Andrew Brode as Director	No	For	Abstain		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	Yes	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
RWS Holdings Plc	5	Re-elect Lara Boro as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes	
RWS Holdings Plc	6	Re-elect Frances Earl as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes	
RWS Holdings Plc	7	Re-elect David Clayton as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes	
RWS Holdings Plc	8	Re-elect Gordon Stuart as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes	
RWS Holdings Plc	9	Re-elect Ian El-Mokadem as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
RWS Holdings Plc	10	Elect Candida Davies as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes	
RWS Holdings Plc	11	Elect Julie Southern as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes	
RWS Holdings Plc	12	Reappoint Ernst & Young LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
RWS Holdings Plc	13	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
RWS Holdings Plc	14	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
RWS Holdings Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
RWS Holdings Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an A	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
RWS Holdings Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Saab AB	1	Elect Chairman of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	2	Prepare and Approve List of Shareholders	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	3	Approve Agenda of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	4	Designate Inspector(s) of Minutes of Meeting	Yes					This is a non-voting item.	No	No	Yes	
Saab AB	5	Acknowledge Proper Convening of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	6	Receive Financial Statements and Statutory Reports	Yes					This is a non-voting item.	No	No	Yes	
Saab AB	7	Receive President's Report	Yes					This is a non-voting item.	No	No	Yes	
Saab AB	8.a	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.b	Approve Allocation of Income and Dividends of SEK 5.30 Per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c1	Approve Discharge of Lena Erixon	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c2	Approve Discharge of Henrik Henriksson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c3	Approve Discharge of Micael Johansson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c4	Approve Discharge of Danica Kragic Jensfelt	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c5	Approve Discharge of Sara Mazur	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c6	Approve Discharge of Johan Menckel	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c7	Approve Discharge of Daniel Nodhall	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c8	Approve Discharge of Bert Nordberg	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c9	Approve Discharge of Cecilia Stego Chilo	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c10	Approve Discharge of Erika Soderberg Johnson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c11	Approve Discharge of Marcus Wallenberg	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c12	Approve Discharge of Joakim Westh	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c13	Approve Discharge of Goran Andersson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c14	Approve Discharge of Stefan Andersson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c15	Approve Discharge of Magnus Gustafsson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c16	Approve Discharge of Conny Holm	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c17	Approve Discharge of Tina Mikkelsen	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c18	Approve Discharge of Lars Svensson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	8.c19	Approve Discharge of CEO Micael Johansson	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	9.1	Determine Number of Members (11) and Deputy Members (0) of Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	9.2	Determine Number of Auditors (1) and Deputy Auditors (0)	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	10.1	Approve Remuneration of Directors in the Amount of SEK 2.140 Million to Cl	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Saab AB	10.2	Approve Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

B.1.a

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Saab AB	11.a	Elect Sebastian Tham as New Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.b	Reelect Lena Erixon as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.c	Reelect Henrik Henriksson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.d	Reelect Micael Johansson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.e	Reelect Danica Kragic Jensfelt as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Saab AB	11.f	Reelect Sara Mazur as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.g	Reelect Johan Menckel as Director	No	For	Against		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes	Yes	
Saab AB	11.h	Reelect Bert Nordberg as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.i	Reelect Erika Soderberg Johnson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.j	Reelect Marcus Wallenberg as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Saab AB	11.k	Reelect Joakim Westh as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Saab AB	11.l	Reelect Marcus Wallenberg as Board Chair	No	For	For		For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).	No	No	Yes	
Saab AB	12	Ratify PricewaterhouseCoopers as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	13	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Saab AB	14.a	Approve 2024 Share Matching Plan for All Employees; Approve 2024 Performance	No	For	Against		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:0.98) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:4.10) Plan awards lack performance conditions. (False) The performance period or vesting period for restricted stock grants is less than 3 years. (False:3)	No	Yes	Yes	
Saab AB	14.b	Approve Equity Plan Financing	No	For	Against		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.98) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	Yes	Yes	
Saab AB	14.c	Approve Third Party Swap Agreement as Alternative Equity Plan Financing	No	For	Against		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	Yes	Yes	
Saab AB	15.a	Authorize Share Repurchase Program	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Saab AB	15.b	Authorize Reissuance of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Saab AB	15.c	Approve Transfer of Shares for Previous Year's Incentive Programs	No	For	Against		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.98) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	Yes	Yes	
Saab AB	16	Approve Transaction with Vectura	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Saab AB	17	Close Meeting	Yes					This is a non-voting item.	No	No	Yes	
Siegfried Holding AG	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	2.1	Approve Allocation of Income	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	2.2	Approve CHF 15.2 Million Reduction in Share Capital via Reduction of Nominal Value and Repayment of CHF 3.40 per Share	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Siegfried Holding AG	3	Approve Creation of Capital Band within the Upper Limit of CHF 71.8 Million and the Lower Limit of CHF 65.2 Million with or without Exclusion of Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Siegfried Holding AG	4	Approve Discharge of Board of Directors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	5.1	Approve Remuneration Report (Non-Binding)	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	5.2	Approve Remuneration of Directors in the Amount of CHF 1.9 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Siegfried Holding AG	5.3.1	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 4.6 Million for Fiscal Year 2024	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Siegfried Holding AG	5.3.2	Approve Short-Term Performance-Based Remuneration of Executive Committee in the Amount of CHF 2.4 Million for Fiscal Year 2022	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Siegfried Holding AG	5.3.3	Approve Long-Term Performance-Based Remuneration of Executive Committee in the Amount of CHF 3.1 Million for Fiscal Year 2023	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
Siegfried Holding AG	6.1.1	Reelect Alexandra Brand as Director	No	For	For		For		No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
Siegfried Holding AG	6.1.2	Reelect Isabelle Welton as Director	No	For	For		For		No	No	Yes	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Siegfried Holding AG	6.1.3	Reelect Wolfram Carius as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Siegfried Holding AG	6.1.4	Reelect Andreas Casutt as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Siegfried Holding AG	6.1.5	Reelect Martin Schmid as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Siegfried Holding AG	6.1.6	Reelect Beat Walti as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Siegfried Holding AG	6.2	Elect Elodie Cingari as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Siegfried Holding AG	6.3	Reelect Andreas Casutt as Board Chair	No	For	For		For	The names and occupations or affiliations of nominees are not provided (False). There have been questionable transactions with conflicts of interest in the past (False). There are records of abuses against minority shareholder interests (False). There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities (False). The company failed to disclose adequate information on this proposal (False).	No	No	Yes	
Siegfried Holding AG	6.4.1	Reappoint Isabelle Welton as Member of the Compensation Committee	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	6.4.2	Reappoint Martin Schmid as Member of the Compensation Committee	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	6.4.3	Reappoint Beat Walti as Member of the Compensation Committee	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	7.1	Amend Articles Re: Share Register	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	7.2	Amend Articles of Association (Incl. Approval of Hybrid Shareholder Meetings)	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	7.3	Amend Articles Re: Compensation of Board and Senior Management	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	7.4	Amend Articles Re: Editorial Changes	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	8	Designate Rolf Freiermuth as Independent Proxy	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Siegfried Holding AG	9	Ratify PricewaterhouseCoopers AG as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Siegfried Holding AG	10	Transact Other Business (Voting)	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes	
SMS Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 15	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
SMS Co., Ltd.	2.1	Elect Director Goto, Natsuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:3) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
SMS Co., Ltd.	2.2	Elect Director Sugizaki, Masato	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
SMS Co., Ltd.	3	Elect Alternate Director and Audit Committee Member Mizunuma, Taro	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Sopra Steria Group SA	1	Approve Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Sopra Steria Group SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Sopra Steria Group SA	3	Approve Allocation of Income and Dividends of EUR 4.30 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Sopra Steria Group SA	4	Approve Compensation Report of Corporate Officers	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Sopra Steria Group SA	5	Approve Compensation of Pierre Pasquier, Chairman of the Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Sopra Steria Group SA	6	Approve Compensation of Vincent Paris, CEO from January 1, 2022 until February 28, 2022	No	For	Against		Against	A vote AGAINST this remuneration report is warranted as Vincent Paris is entitled to potential full post mandate vesting.	Yes	No	Yes	
Sopra Steria Group SA	7	Approve Compensation of Cyril Malarge, CEO since March, 1 2022	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Sopra Steria Group SA	8	Approve Remuneration Policy of Chairman of the Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Sopra Steria Group SA	9	Approve Remuneration Policy of CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Sopra Steria Group SA	10	Approve Remuneration Policy of Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Sopra Steria Group SA	11	Approve Remuneration of Directors the Aggregate Amount of EUR 700,000	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Sopra Steria Group SA	12	Reelect Sylvie Remond as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Sopra Steria Group SA	13	Reelect Jessica Scale as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Sopra Steria Group SA	14	Reelect Michael Gollner as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Sopra Steria Group SA	15	Elect Sonia Criseo as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Sopra Steria Group SA	16	Elect Pascal Daloz as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Sopra Steria Group SA	17	Elect Remy Weber as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Sopra Steria Group SA	18	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Sopra Steria Group SA	19	Authorize up to 1.1 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:1.10) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:2.07) Plan awards lack performance conditions. (False) The performance period or vesting period for restricted stock grants is less than 3 years. (False:3.0)	No	No	Yes
Sopra Steria Group SA	20	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For		Against	The plan allows employees to purchase stock at less than '75%' of the full fair market value. (True:60.00)	Yes	Yes	Yes
Sopra Steria Group SA	21	Authorize Filing of Required Documents/Other Formalities	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
SPIE SA	1	Approve Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes
SPIE SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes
SPIE SA	3	Approve Allocation of Income and Dividends of EUR 0.73 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
SPIE SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For		For	Always vote FOR this proposal.	No	No	Yes

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
SPIE SA	5	Reelect Bpifrance Investissement as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
SPIE SA	6	Reelect Gabrielle Van Klaveren-Hessel as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
SPIE SA	7	Renew Appointment of PricewaterhouseCoopers Audit as Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
SPIE SA	8	Approve Compensation of Gauthier Louette, Chairman and CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
SPIE SA	9	Approve Remuneration Policy of Gauthier Louette, Chairman and CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
SPIE SA	10	Approve Compensation Report	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
SPIE SA	11	Approve Remuneration Policy of Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
SPIE SA	12	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
SPIE SA	13	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
SPIE SA	14	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For		For	Votes FOR are warranted because the plans could increase employee participation to a level of ownership that would remain acceptable for savings-related share purchase plans.	No	No	Yes	
SPIE SA	15	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees of International Subsidiaries	No	For	For		For	Votes FOR are warranted because the plans could increase employee participation to a level of ownership that would remain acceptable for savings-related share purchase plans.	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
SPIE SA	16	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plans	No	For	For		For	A vote FOR is warranted but is not without concerns as: • A limited level of information is available on the performance conditions.	No	No	Yes	
SPIE SA	17	Authorize Filing of Required Documents/Other Formalities	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Spin Master Corp.	1.1	Elect Director Michael Blank	No	For	For		For		No	No	Yes	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Spin Master Corp.	1.2	Elect Director W. Edmund Clark	No	For	For		For		No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Spin Master Corp.	1.3	Elect Director Jeffrey I. Cohen	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Spin Master Corp.	1.4	Elect Director Reginald (Reggie) Fils-Aime	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Spin Master Corp.	1.5	Elect Director Kevin Glass	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Spin Master Corp.	1.6	Elect Director Ronnen Harary	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Spin Master Corp.	1.7	Elect Director Dina R. Howell	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Spin Master Corp.	1.8	Elect Director Christina Miller	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Spin Master Corp.	1.9	Elect Director Anton Rabie	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Spin Master Corp.	1.10	Elect Director Max Rangel	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Spin Master Corp.	1.11	Elect Director Christi Strauss	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Spin Master Corp.	1.12	Elect Director Ben Varadi	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Spin Master Corp.	1.13	Elect Director Charles Winograd	No	For	Withhold		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	Yes	Yes	
Spin Master Corp.	2	Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Spin Master Corp.	3	Advisory Vote on Executive Compensation Approach	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Spirent Communications Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Spirent Communications Plc	2	Approve Remuneration Report	No	For	Against		Against	A vote AGAINST this item is warranted: - The CEO's base salary has been increased by 15% for FY2023, driven by a benchmarking exercise that is heavily populated with US peers. The increase will materially increase total pay opportunity due to the multiplier effect on other elements of pay and is not considered to be accompanied by sufficiently compelling rationale.	Yes	No	Yes	
Spirent Communications Plc	3	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Spirent Communications Plc	4	Re-elect Paula Bell as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Spirent Communications Plc	9	Re-elect Jonathan Silver as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Spirent Communications Plc	10	Re-elect Sir Bill Thomas as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Spirent Communications Plc	11	Re-elect Eric Updyke as Director	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Spirent Communications Plc	12	Reappoint Deloitte LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Spirent Communications Plc	13	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Spirent Communications Plc	14	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Spirent Communications Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Spirent Communications Plc	16	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Spirent Communications Plc	17	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes
St. James's Place Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
St. James's Place Plc	2	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
St. James's Place Plc	3	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes
St. James's Place Plc	4	Approve Remuneration Report	No	For	Against		For	been identified in respect of the vesting of the 2020 LTIP award, which is judged to have significantly benefitted from 'windfall gains'. The share price used to determine the grant value was briefly impacted by the material uncertainty brought about the COVID-19 pandemic, leading to an increased number of shares being granted to cover the award. However, no amendment to the award at grant or vesting has been made and the Company's explanation is not considered to be sufficiently compelling. Additional Rationale: •ISS leans heavily on the Investment Association Principles of Remuneration, which state that in the event of a share price fall, grants should be scaled back. The ultimate aim of scaling these back is to "ensure that remuneration outcomes are reflective of executive performance and guard against payment for failure. Committees should confirm they have reviewed the vesting outcomes and should provide an explanation as to why a level of pay-out is appropriate, and how such a decision was reached." •I would argue that ISS' own analysis indicates that there is no "payment for failure." •There is a mix of pros and cons in the remainder of the remuneration policy/practice. On the negative: incentive payments are allowed for what might be considered executives "doing their day job" eg- Salesforce implementation. Positive: pension allowances for executives are being reduced, and post-cessation shareholding requirements are being elevated. Viewed holistically,	No	Yes	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
St. James's Place Plc	7	Re-elect Emma Griffin as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
St. James's Place Plc	8	Re-elect Rosemary Hilary as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
St. James's Place Plc	9	Re-elect Lesley-Ann Nash as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
St. James's Place Plc	10	Re-elect Paul Manduca as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
St. James's Place Plc	11	Re-elect John Hitchins as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
St. James's Place Plc	12	Elect Dominic Burke as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
St. James's Place Plc	13	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
St. James's Place Plc	14	Authorise the Group Audit Committee to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
St. James's Place Plc	15	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
St. James's Place Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
St. James's Place Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
St. James's Place Plc	18	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Sugi Holdings Co., Ltd.	1.1	Elect Director Sakakibara, Eiichi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Sugi Holdings Co., Ltd.	1.2	Elect Director Sugiura, Katsunori	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False:2) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Sugi Holdings Co., Ltd.	1.3	Elect Director Sugiura, Shinya	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Sugi Holdings Co., Ltd.	1.4	Elect Director Kamino, Shigeyuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Sugi Holdings Co., Ltd.	1.5	Elect Director Hayama, Yoshiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Technip Energies NV	1	Open Meeting	Yes					This is a non-voting item.	No	No	Yes	
Technip Energies NV	2	Presentation by the CEO	Yes					This is a non-voting item.	No	No	Yes	
Technip Energies NV	3	Adopt Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Technip Energies NV	4	Approve Dividends	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Technip Energies NV	5	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Technip Energies NV	6	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Technip Energies NV	7	Ratify PricewaterhouseCoopers Accountants N.V. as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations											
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Technip Energies NV	8a	Approve Discharge of Executive Directors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Technip Energies NV	8b	Approve Discharge of Non-Executive Directors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)			
Technip Energies NV	9a	Reelect Arnaud Pleton as Executive Director	No	For	For		For		No	No	Yes
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)			
Technip Energies NV	9b	Reelect Joseph Rinaldi as Non-Executive Director	No	For	For		For		No	No	Yes

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Technip Energies NV	9i	Reelect Francesco Venturini as Non-Executive Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Technip Energies NV	9j	Elect Stephanie Cox as Non-Executive Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Technip Energies NV	10	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Technip Energies NV	11	Approve Cancellation of Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Technip Energies NV	12	Close Meeting	Yes					This is a non-voting item.	No	No	Yes	
TGS ASA	1	Open Meeting; Registration of Attending Shareholders and Proxies	Yes					This is a non-voting item.	No	No	No	
TGS ASA	2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No	

B.1.a

TIMESQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
TGS ASA	3	Approve Notice of Meeting and Agenda	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No
TGS ASA	4	Accept Financial Statements and Statutory Reports	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No
TGS ASA	5	Approve Remuneration of Auditors	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No
TGS ASA	6	Amend Corporate Purpose	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No
TGS ASA	7	Amend Articles Re: Notice of Attendance to General Meeting	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
TGS ASA	8.a	Reelect Christopher Geoffrey Finlayson (Chair) as Director	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	No	
TGS ASA	8.b	Elect Luis Araujo as Director	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	No	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
TGS ASA	8.c	Elect Bettina Bachmann as Director	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	No
TGS ASA	8.d	Elect Irene Egset as Director	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	No

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
TGS ASA	8.e	Elect Grethe Kristin Moen as Director	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	No	
TGS ASA	8.f	Elect Maurice Nessim as Director	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	No	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
TGS ASA	8.g	Elect Svein Harald Oygard as Director	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	No	
TGS ASA	9	Approve Remuneration of Directors	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	No	
TGS ASA	10.a	Elect Glen Ole Rodland (Chair) as Member of Nominating Committee	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No	
TGS ASA	10.b	Elect Ole Jakob Hundstad as Member of Nominating Committee	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No	
TGS ASA	11	Approve Remuneration of Nominating Committee	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	No	
TGS ASA	12	Discuss Company's Corporate Governance Statement	Yes						No	No	No	

B.1.a

TIMES SQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
TGS ASA	13	Approve Remuneration Statement	No	For	Against		Against; TSCM's election was to vote "Against"; however, the local sub custodian applied share blocking restrictions.	A vote AGAINST this item is warranted because: - The company has bundled the remuneration policy and remuneration report under the same item, leaving shareholders unable to express their views separately on the two proposals; - The uncapped discretionary mandate in the proposed remuneration policy; and - The severance pay may exceed 24 months' base salary.	No	No	No	No
TGS ASA	14	Approve Long Term Incentive Plan Consisting of PSUs and RSUs	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:0.68) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:1.63) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) Plan awards lack performance conditions. (False)	No	No	No	No
TGS ASA	15	Authorize Share Repurchase Program	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	No	No
TGS ASA	16	Approve NOK 61,328.75 Reduction in Share Capital via Share Cancellation	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	No	No
TGS ASA	17.a	Approve Creation of Pool of Capital without Preemptive Rights	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	No	No
TGS ASA	17.b	Approve Issuance of Convertible Loans without Preemptive Rights	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	No	No
TGS ASA	18	Authorize Board to Distribute Dividends	No	For	For		For; TSCM's election was to vote "For"; however, the local sub custodian applied share blocking restrictions.	Always vote FOR this proposal.	No	No	No	No
THK CO., LTD.	1	Approve Allocation of Income, with a Final Dividend of JPY 50	No	For	For		For	Always vote FOR this proposal.	No	No	No	Yes

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
THK CO., LTD.	2.1	Elect Director Teramachi, Akihiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.2	Elect Director Teramachi, Toshihiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.3	Elect Director Imano, Hiroshi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.4	Elect Director Teramachi, Takashi	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.5	Elect Director Maki, Nobuyuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.6	Elect Director Shimomaki, Junji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.7	Elect Director Nakane, Kenji	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.8	Elect Director Kainosho, Masaaki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
THK CO., LTD.	2.9	Elect Director Kai, Junko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes	
Topdanmark A/S	1	Receive Report of Board	Yes					This is a non-voting item.	No	No	Yes	
Topdanmark A/S	2	Receive Financial Statements and Statutory Reports	Yes					This is a non-voting item.	No	No	Yes	
Topdanmark A/S	3	Accept Financial Statements and Statutory Reports; Approve Allocation of Income and Dividends of DKK 31.00 Per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Topdanmark A/S	4	Approve Remuneration Report (Advisory Vote)	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Topdanmark A/S	5.1	Approve Creation of DKK 2.5 Million Pool of Capital with Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
Topdanmark A/S	5.2	Approve Creation of DKK 2.5 Million Pool of Capital without Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.3	Approve Issuance of Convertible Loans with Preemptive Rights up to Aggregate Nominal Amount of DKK 2.5 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.4	Approve Issuance of Convertible Loans without Preemptive Rights up to Aggregate Nominal Amount of DKK 2.5 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.5	Approve Issuance of Warrants with Preemptive Rights up to Aggregate Nominal Amount of DKK 2.5 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.6	Approve Issuance of Warrants without Preemptive Rights up to Aggregate Nominal Amount of DKK 2.5 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.7	Approve Maximum Increase in Share Capital under Authorizations in Items 5.1-5.6 Up to DKK 2.5 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.8	Amend Articles Re: Equity-Related	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.9	Amend Articles Re: Equity-Related	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.b	Authorize Share Repurchase Program	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	5.c	Amend Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Topdanmark A/S	5.d	Approve Remuneration of Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Topdanmark A/S	6.a	Elect Maria Hjorth as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted	
								The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)				
Topdanmark A/S	6.f	Elect Jens Aalose as Director	No	For	For		For		No	No	Yes	
Topdanmark A/S	7	Ratify KPMG as Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Topdanmark A/S	8	Other Business	Yes					This is a non-voting item.	No	No	Yes	
Valmet Corp.	1	Open Meeting	Yes					This is a non-voting item.	No	No	Yes	
Valmet Corp.	2	Call the Meeting to Order	Yes					This is a non-voting item.	No	No	Yes	
Valmet Corp.	3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Yes					This is a non-voting item.	No	No	Yes	
Valmet Corp.	4	Acknowledge Proper Convening of Meeting	Yes					This is a non-voting item.	No	No	Yes	
Valmet Corp.	5	Prepare and Approve List of Shareholders	Yes					This is a non-voting item.	No	No	Yes	
Valmet Corp.	6	Receive Financial Statements and Statutory Reports	Yes					This is a non-voting item.	No	No	Yes	
Valmet Corp.	7	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Valmet Corp.	8	Approve Allocation of Income and Dividends of EUR 1.30 Per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Valmet Corp.	9	Approve Discharge of Board and President	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Valmet Corp.	10	Approve Remuneration Report (Advisory Vote)	No	For	Against		Against	A vote AGAINST this item is warranted because: - The level of disclosure for STIP and LTIP are below market practice - The performance period for the LTIP is one year for 75 percent of the plan's weight.	Yes	No	Yes	
Valmet Corp.	11	Approve Remuneration of Directors in the Amount of EUR 145,000 for Chair	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Valmet Corp.	12	Fix Number of Directors at Eight	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Valmet Corp.	13	Reelect Aaro Cantell, Jaakko Eskola (Vice-Chair), Anu Hamalainen, Pekka Kemppi	No	For	Against		Against	A vote AGAINST this item is warranted because candidate Jaakko Eskola is overboarded. After reviewing the attached report and recommendation, we will vote consistent with ISS' suggestion, AGAINST item 10 (remuneration) and 13 (overboarding).	Yes	No	Yes	
Valmet Corp.	14	Approve Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Valmet Corp.	15	Ratify PricewaterhouseCoopers as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Valmet Corp.	16	Authorize Share Repurchase Program and Reissuance of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Valmet Corp.	17	Approve Issuance of up to 18.5 Million Shares without Preemptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Valmet Corp.	18	Close Meeting	Yes					This is a non-voting item.	No	No	Yes	
Verallia SA	1	Approve Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Verallia SA	2	Approve Consolidated Financial Statements and Statutory Reports	No	For	For		For	Generally vote FOR, unless the company has failed to opt out from the double voting rights provision of the Florange Act.	No	No	Yes	
Verallia SA	3	Approve Allocation of Income and Dividends of EUR 1.40 per Share	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Verallia SA	4	Approve Auditors' Special Report on Related-Party Transactions Mentioning the Absence of New Transactions	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

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

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Verallia SA	7	Reelect BW Gestao de Investimentos Ltda (BWGI) as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Verallia SA	8	Reelect Cecile Tandeau de Marsac as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	

B.1.a

TIMESSQUARE

Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted
Verallia SA	9	Reelect Brasil Warrant Administracao de Bens e Empresas S.A.(BWSA) as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Verallia SA	10	Reelect Bpifrance Investissement as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Verallia SA	11	Reelect Marie-Jose Donsion as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Verallia SA	12	Reelect Pierre Vareille as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Verallia SA	13	Approve Remuneration Policy of Chairman of the Board	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Verallia SA	14	Approve Remuneration Policy of CEO	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Verallia SA	15	Approve Remuneration Policy of Directors	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Verallia SA	16	Approve Compensation of Michel Giannuzzi, Chairman and CEO from January 1, 2022 until May 11, 2022	No	For	Against		Against	A vote AGAINST the remuneration report of Michel Giannuzzi as Chairman/CEO (Item 16) is warranted because: - The 2021-2023 LTIP granted during his time in office as executive officer does not appear to have been prorated; - The performance and vesting periods of the LTIP vesting during FY23 are not deemed long-term oriented.	Yes	No	Yes	
Verallia SA	17	Approve Compensation of Michel Giannuzzi, Chairman of the Board since May 12, 2022	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Verallia SA	18	Approve Compensation of Patrice Lucas, Vice-CEO from February 1, 2022 until May 11, 2022	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Verallia SA	19	Approve Compensation of Patrice Lucas, CEO since May 12, 2022	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Verallia SA	20	Approve Compensation Report of Corporate Officers	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	21	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	

B.1.a

TIMESQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Against Voted	
Verallia SA	22	Authorize Decrease in Share Capital via Cancellation of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	23	Authorize Capitalization of Reserves of Up to EUR 82 Million for Bonus Issue or Increase in Par Value	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	24	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 206 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	25	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights with a Binding Priority Right up to Aggregate Nominal Amount of EUR 82 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	26	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 40 Million	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	27	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 40 Million	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The maximum number of shares to be issued is not disclosed. (False) The shares have superior voting rights. (False) The stock that could be issued represent more than '20'% of the current outstanding shares. (False:9.68) The board can set the rights//terms of the shares at issuance. (False) The shares can be used as a takeover defense. (False)	No	No	Yes	
Verallia SA	28	Authorize Board to Set Issue Price for 10 Percent Per Year of Issued Capital Pursuant to Issue Authority without Preemptive Rights	No	For	For		Against	Issuances without preemptive rights are not supported.	Yes	Yes	Yes	
Verallia SA	29	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 24-27	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	30	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Verallia SA	31	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	No	For	For		For	The plan allows employees to purchase stock at less than '75'% of the full fair market value. (False:80.00)	No	No	Yes	
Verallia SA	32	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for Employees and Corporate Officers of International Subsidiaries	No	For	For		For	The plan allows employees to purchase stock at less than '75'% of the full fair market value. (False:80.00)	No	No	Yes	
Verallia SA	33	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plans Reserved for Key Employees and Corporate Officers With Performance Conditions Attached	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10'% of current outstanding common stock (basic dilution). (False:0.50) The potential dilution of all plans, including this proposal, is more than '15'% of outstanding common stock (basic dilution). (False:1.10) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3.0) Plan awards lack performance conditions. (False)	No	No	Yes	
Verallia SA	34	Authorize Filing of Required Documents/Other Formalities	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Viscofan SA	1	Approve Standalone Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Viscofan SA	2	Approve Consolidated Financial Statements	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Viscofan SA	3	Approve Non-Financial Information Statement	No	For	For		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	Yes	
Viscofan SA	4	Approve Discharge of Board	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Viscofan SA	5	Approve Allocation of Income and Dividends	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Viscofan SA	6	Renew Appointment of PricewaterhouseCoopers as Auditor	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

B.1.a

TIMESSQUARE Proxy Votes January - June 2023 Compared to ISS and Glass Lewis Recommendations												
Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Vote Voted	
Viscofan SA	7	Reelect Jose Domingo de Ampuero y Osma as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Viscofan SA	8	Ratify Appointment of and Elect Javier Fernandez Alonso as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes	
Viscofan SA	9	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Viscofan SA	10	Advisory Vote on Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes	
Viscofan SA	11	Authorize Share Repurchase and Capital Reduction via Amortization of Repurchased Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes	
Viscofan SA	12	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	
Zenkoku Hosho Co., Ltd.	1	Approve Allocation of Income, with a Final Dividend of JPY 148	No	For	For		For	Always vote FOR this proposal.	No	No	Yes	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
1st Source Corporation	04/20/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
2U, Inc.	06/06/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to last year's low say-on-pay vote, the committee engaged with shareholders and disclosed the feedback received. In response, the company made positive changes to the FY23 pay program by increasing the proportion of FY23 PSUs in the LTI to 55 percent, and eliminating duplicate metrics in the STI and LTI programs. In addition, a supplemental filing disclosed that equity grants values for the CEO and other NEOs will be reduced by 40 percent in FY23. Accordingly, the compensation committee has demonstrated adequate responsiveness to last year's low say-on-pay vote result. While some concerns are noted surrounding the size and structure of the LTI, which utilizes annual performance measurement periods and a duplicate metric, these concerns are mitigated as the company will no longer have overlapping metrics in FY23, and target values will be reduced significantly. In addition, half of the CEO's PSUs are now based on three-year TSR relative to the Russell 3000 Index, with the target requiring outperformance. While the company made significant positive changes to the FY22 and F23 pay programs, shareholders should continue to monitor the structure of the LTI going forward.	No	No	No		
3D Systems Corporation	05/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No		
A10 Networks, Inc.	04/26/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Aadi Bioscience, Inc.	06/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
AAON, Inc.	05/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Abercrombie & Fitch Co.	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
ABM Industries Incorporated	03/22/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Acacia Research Corporation	05/16/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Acadia Healthcare Company, Inc.	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
ACCO Brands Corporation	05/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
ACI Worldwide, Inc.	06/01/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Aclaris Therapeutics, Inc.	06/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Acme United Corporation	04/24/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single trigger change-in-control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No		
ACNB Corporation	05/02/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently restated and entered into NEO agreements that provide for problematic modified single-trigger cash severance and/or excise tax gross-up provisions. Other problematic pay practices include single-trigger equity vesting acceleration upon a change in control and the lack of preset performance criteria for the CEO's bonus and equity awards.	Yes	No	No		
Acuity Brands, Inc.	01/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee adequately responded to shareholder concerns following last year's low say-on-pay vote result. The proxy provides clearly outlined shareholder feedback and concerns, and commensurate actions taken by the committee to increase the performance component of the LTI plan as well as plans to enhance disclosure under the STI plan relating to individual performance. Concerns regarding the misalignment between CEO pay and company performance are also sufficiently mitigated for the year under review. Financial measures comprise 80 percent of the STI and all measures had targets set above the prior year's actual results. The CEO's equity mix is also 75-percent performance-contingent, tied to multi-year, pre-set objectives.	No	No	No		
Adams Resources & Energy, Inc.	05/09/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Adaptive Biotechnologies Corporation	06/09/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to last year's low say-on-pay vote, the committee engaged with shareholders and a recent supplemental filing disclosed additional details surrounding its outreach efforts and specific feedback received. In response, the company implemented certain positive changes to the pay program. In addition, concerns regarding the misalignment between CEO pay and company performance are mitigated for the year under review. CEO pay decreased significantly year-over-year, and the annual bonus program was primarily based on pre-set objective metrics, with clearly disclosed target goals and actual results. Further, the CEO's annual equity grant is now half performance conditioned and measured over a multi-year period.	No	No	No		
Addus HomeCare Corporation	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Adeia Inc.	05/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Adient plc	03/07/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
ADT Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
ADTRAN Holdings, Inc.	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The primary driver for the significant increase in CEO pay were equity awards, which includes an equity grant and incremental value from modified awards in connection with the July 2022 business combination. Majority of the equity awards lack performance conditions and the PSUs granted post-business combination can be earned at target with median performance and there is no cap on payouts when TSRs are negative. In addition, while annual bonuses were paid out below target, the STI program's performance goals were not disclosed.	Yes	No	No		
Advanced Emissions Solutions, Inc.	06/13/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Advanced Energy Industries, Inc.	04/27/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation						B.1.b								
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
AdvanSix Inc.	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Affiliated Managers Group, Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the incentive scorecard utilizes a relatively large number of metrics and threshold performance is not disclosed, these concerns are mitigated. Pay and performance are reasonably aligned at this time, short- and long-term incentives are primarily performance-based, and the performance period for half of PSUs was increased to five years.	No	No	No	
Agios Pharmaceuticals, Inc.	06/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Air Lease Corporation	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were primarily based on pre-set objective metrics and long-term incentives were majority performance-vesting, with closing-cycle PSUs forfeited in line with performance. However, there are significant concerns surrounding the executive chairman's total pay exceeded that of the CEO, which includes a high base salary at \$1.8 million. Further, there are significant goal rigor concerns, as the company lowered metric goals for the annual bonus for the second consecutive year, with awards paid out above target despite a discretionary reduction by the committee.	Yes	No	No	
Air Transport Services Group, Inc.	05/24/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Airgain, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The pay-for-performance misalignment is mitigated at this time. The CEO's pay significantly decreased during a period of poor stock performance. In addition, the company introduced performance awards, the performance goals for the CFO's awards appear rigorous, and short-term incentives were primarily performance-based and earned below target in line with performance. However, a vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No	
Akero Therapeutics, Inc.	06/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Alamo Group Inc.	05/04/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Alarm.com Holdings, Inc.	06/07/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Alaunos Therapeutics, Inc.	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the company's executive pay program does not raise significant concerns at this time.	No	No	No	
Albany International Corp.	05/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Alector, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Alkermes Plc	06/29/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No	
Alkermes Plc	06/29/2023	Management	Yes	33	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	Yes	No	No	
Allegiant Travel Company	06/21/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a sizable discretionary cash bonus in FY22, which was greater in value than total peer median CEO compensation. Additionally, the CEO received sizable front-loaded equity grants that were predominantly time-based. The time-based portion vested after just one year, while performance awards also use a relatively short timeframe.	Yes	No	No	
ALLETE, Inc.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Allied Motion Technologies Inc.	05/03/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Allison Transmission Holdings, Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Alpha Metallurgical Resources, Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Alpine Immune Sciences, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Alta Equipment Group Inc.	06/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Alto Ingredients, Inc.	06/22/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No	
Amalgamated Financial Corp.	05/24/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Ambac Financial Group, Inc.	06/22/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following last year's low support for the say-on-pay proposal, the committee demonstrated sufficient responsiveness to shareholder's disclosed concerns. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The company increased the weighting of financial STI metrics for 2023 and the majority of annual LTI awards are based on clearly-disclosed, multi-year goals. However, the two financial STI metrics carried over from the prior year were set at less rigorous levels as compared to the prior year's results without a corresponding reduction in payout opportunity, and were achieved at maximum, contributing to an above-target payout for the CEO. Additionally, there are continuing concerns regarding the magnitude of the CEO's equity awards, which was on par with the median total pay of company-selected peer CEOs, which contains several firms significantly larger than the company in terms of revenue and market capitalization.	Yes	No	No	
Ambarella, Inc.	06/21/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No	
AMC Networks Inc.	06/15/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Though the STI awards were primarily based on objective metrics, most targets and some results were undisclosed, making it difficult for shareholders to evaluate the rigor of the goals. Additionally, while long-term incentive awards were half performance-conditioned, performance awards used annual measurement periods with metrics that largely overlapped with the STI program. Lastly, the newly promoted CEO received a sizable time-based promotion equity grant that vested upon her departure.	Yes	No	No	
Amedisys, Inc.	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Amerant Bancorp Inc.	06/07/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.	Yes	Yes	No	

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Ameresco, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's salary was significantly increased again in FY22 and remains relatively high as compared to peers. Further, while equity awards were entirely performance-based, the CEO's grant value was considered to be outsized. Specific forward-looking performance targets were not disclosed nor were relative weights and the potential impact of individual performance.	Yes	No	No		
American Axle & Manufacturing Holdings, Inc.	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were predominantly performance-conditioned and half of the long-term incentive awards are performance-based. Moreover, payouts were aligned with performance on the relevant metrics, and the proportion of long-term incentives for FY23 is also expected to increase to a majority.	No	No	No		
American Eagle Outfitters, Inc.	06/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal/home security perk to the CEO.	Yes	Yes	No		
American Equity Investment Life Holding Company	06/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual and long-term incentives were sufficiently performance-based for the year in review, but there are significant concerns with a special equity award granted to the CEO. The award is entirely based on achieving share price goals; however, the structure may result in vesting without requiring long-term sustained share price appreciation through the end of the performance period. Additionally, the award provides for vesting of the first tranche upon a CIC even if no performance goals are achieved. The award is also relatively large, follows another special award granted in late 2020 and early 2021, and there is no indication based on proxy disclosure that the 2022 special award covers, or offsets, future pay. In light of these concerns, the quantitative pay-for-performance misalignment is not mitigated. Additionally, the committee provided problematic severance benefits to an NEO in connection with a departure that is not clearly disclosed as involuntary. Specifically, the NEO received continued vesting of equity awards, which appears to be a discretionary enhancement. Providing enhanced equity treatment in connection with a departure that is not clearly disclosed as involuntary in considered problematic.	Yes	No	No		
American National Bankshares Inc.	05/16/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
American Public Education, Inc.	05/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
American States Water Company	05/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
American Vanguard Corporation	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
American Well Corporation	06/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentive is based on a pre-set financial metric and the below-target payout generally aligned with recent company underperformance. A concern is noted in the LTI program, as the co-CEOs received a front-loaded equity grant with a substantial above-target opportunity, though shareholders may note that the award was entirely in performance-conditioned equity that utilizes rigorous goals.	No	No	No		
Ameris Bancorp	06/05/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
AMERISAFE, Inc.	06/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
AmeriServ Financial, Inc.	05/26/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
AmeriServ Financial, Inc.	05/26/2023	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No		
Ames National Corporation	04/26/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Amkor Technology, Inc.	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company paid tax gross-up for the CEO's financial/tax advisory services; * equity awards to the CEO lack any performance-contingent pay elements; and * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No		
Amneal Pharmaceuticals, Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Ampco-Pittsburgh Corporation	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
Amphastar Pharmaceuticals, Inc.	06/05/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided a large automobile perk to the CEO. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No		
Amtech Systems, Inc.	03/01/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
AnaptysBio, Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment for the year in review is underscored by an outsized grant of equity to the interim CEO that lacks performance criteria. In addition, the company does not disclose the performance targets underlying the annual incentive awards. Finally, the company entered into a recent agreement with the interim CEO that provides for a change-in-control excise tax gross-up, which is a problematic pay practice.	Yes	No	No		
ANI Pharmaceuticals, Inc.	05/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Anika Therapeutics, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Antero Midstream Corporation	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Anywhere Real Estate, Inc.	05/03/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
API Group Corporation	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Apogee Enterprises, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Apollo Medical Holdings, Inc.	06/13/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are concerns surrounding co-CEO Sim's sizable equity awards, for which no performance criteria were disclosed in the proxy. Additionally, the NEOs' bonuses were entirely discretionary.	Yes	No	No		
AppFolio, Inc.	06/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Withhold	Withhold	Withhold	A WITHHOLD vote is warranted for this proposal. The company paid significant severance for what the proxy describes as a resignation, which is considered a problematic practice.	Yes	No	No		
Aqua Metals, Inc.	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While total CEO compensation has decreased year-over-year, the company's compensation programs are not strongly performance-based. Bonuses are solely discretionary and equity awards lack objective performance criteria.	Yes	No	No		
ArcBest Corporation	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation											B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Arch Coal Inc.	05/12/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Archrock, Inc.	04/27/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arconic Corporation	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arcosa, Inc.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arcturus Therapeutics Holdings Inc.	06/14/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to unmitigated pay-for-performance misalignment. The primary driver of the CEO's total pay was the significant equity awards, which were purely time-vesting. Moreover, the annual incentive appears to allow for significant committee discretion. Specifically, no quantifiable targets are provided, and the company does not disclose the level of actual performance achieved for each goal, which were described in broad terms.	Yes	No	No
Arcus Biosciences, Inc.	06/15/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company continues to use above-median benchmarking for each of the NEO's base salary and short-term incentives. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Ardelyx, Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.	No	No	No
Argan, Inc.	06/20/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company entered into a retirement agreement with the CEO which provides for a significant severance payment. The proxy discloses that the CEO retired from his positions and does not indicate that the separation was a qualifying termination. The payment of significant severance for what appears to be a resignation is considered a problematic practice.	Yes	No	No
ARKO Corp.	06/07/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision.	Yes	Yes	No
Armstrong World Industries, Inc.	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were determined by clearly disclosed, pre-set financial metrics. In addition, annual-cycle equity awards are entirely performance conditioned, PSUs utilize multi-year performance periods, and forward-looking performance targets were disclosed. Moreover, prior-cycle PSUs were not earned due to below-threshold performance, which generally aligned with the company's recent TSR underperformance.	No	No	No
Arrow Financial Corporation	05/17/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted given that the company has not provided sufficient information to allow shareholders to make an informed decision on the say-on-pay vote.	Yes	No	No
Artivion, Inc.	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Asbury Automotive Group, Inc.	05/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Ascent Industries Co.	06/13/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ASGN Incorporated	06/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ashland Inc.	01/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Aspen Aerogels, Inc.	06/01/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the company modified the performance goals of the 2022 AIP and did not disclose the specific changes made to the goals. The resulting in above-target payouts as a result of the adjustment is somewhat concerning. That notwithstanding, pay and performance are reasonably aligned at this time.	No	No	No
Assembly Biosciences, Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Associated Banc-Corp	04/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set objective measures, LTI awards are predominantly performance-based and is capped at target in the event TSR is negative.	No	No	No
Assured Guaranty Ltd.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The majority of equity awards are conditioned on long-term performance goals, including a rigorous relative TSR metric, and annual incentive awards are based primarily on objective financial performance metrics. Nevertheless, the CEO's award opportunities remain relatively large, and there are concerns regarding the goal disclosure and rigor of the annual incentive metrics.	No	No	No
Astec Industries, Inc.	04/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Astronics Corporation	05/23/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AstroNova, Inc.	06/06/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Asure Software, Inc.	05/15/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Atara Biotherapeutics, Inc.	05/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ATI, Inc.	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Atkore, Inc.	01/27/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Atlantic Union Bankshares Corporation	05/02/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Atlantica Sustainable Infrastructure Plc	04/13/2023	Management	Yes	2	Approve Remuneration Report	For	For	For	For	A vote FOR this proposal is considered warranted, but it is not without concern: * One-third the LTIP to be granted in FY2023 is subject to continued employment only. The main reasons for support are: * LTIP awards granted during the year under review are wholly performance-based; and * There are no other significant concerns identified.	No	No	No
ATN International, Inc.	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
AtriCure, Inc.	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Atrion Corporation	05/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Autoliv, Inc.	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
AutoNation, Inc.	04/19/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Avanos Medical, Inc.	04/27/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Avid Technology, Inc.	05/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No		
Avidity Biosciences, Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company utilizes above-median benchmarking for executive compensation; * There is lack of performance metrics for long-term awards granted in the most recent fiscal year; and * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No		
Avient Corporation	05/11/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Avista Corporation	05/11/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
AVITA Medical, Inc.	06/06/2023	Management	Yes	20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change in control; * Equity awards to the CEO lack any performance-contingent pay elements; and * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No		
Aware, Inc.	06/07/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Axis Capital Holdings Limited	05/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Axonics, Inc.	06/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No		
AXT, Inc.	05/18/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Balchem Corporation	06/22/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a relatively large one-time retention award during the year in review, without disclosure of compelling rationale regarding the need for an additional equity award. Furthermore, while half of the company's regular equity grants are performance-conditioned, forward-looking performance targets are not disclosed, limiting shareholders' ability to assess the rigor of these awards.	Yes	No	No		
Banc of California, Inc.	05/11/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. The CEO's pay was relatively high due to a one-time equity award which was entirely performance-based. Annual cash incentives and equity awards were primarily performance-based and earned below the target aligned with company performance. In addition, performance goals for the performance stock option awards are rigorous.	No	No	No		
BancFirst Corporation	05/25/2023	Management	Yes	21	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Bandwidth Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain a modified single trigger change-in-control provision; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives; and * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No		
Bank of Hawaii Corporation	04/28/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The CEO's target equity value is relatively high, and some concern exists regarding the use of similar metrics between the annual and long-term incentive programs. However, annual and long-term incentives are substantially tied to rigorous performance goals, and performance shares are limited to target payout and appear to require more rigorous performance at target than annual incentives. Concern regarding the magnitude of an NEO's front loaded equity award is mitigated given that the award is entirely performance-based, with rigorous relative goals over a four-year performance period, the NEO is ineligible for any other annual long-term awards during the performance period, and the annualized amount of the award over four years is not excessive. Given these factors, pay-for-performance concerns are mitigated for the year under review. However, continued monitoring of the pay program is warranted given the CEO's relatively high pay, and investors would benefit from improved disclosure surrounding future signing and make-whole awards.	No	No	No		
Bank of Marin Bancorp	05/23/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
BankFinancial Corporation	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
BankUnited, Inc.	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Bankwell Financial Group, Inc.	05/31/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Banner Corporation	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Bar Harbor Bankshares	05/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
Barnes Group Inc.	05/05/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After last year's failed say-on-pay vote, the company engaged with investors, shareholder feedback was adequately disclosed in a supplemental filing, and changes to the program adequately address shareholder concerns. In addition, although a pay-for-performance misalignment exists for the year under review, sufficient mitigating factors have been identified. The new CEO's large cash and equity award was a make-whole award, with the equity portion entirely in the form of performance-conditioned options. Annual and long-term incentives were sufficiently performance-based, and annual incentives paid out below target, in line with performance. While some concern exists with respect to LTI goal rigor, changes for FY23 will address those concerns.	No	No	No		
Barrett Business Services, Inc.	06/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Bassett Furniture Industries, Incorporated	03/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
BCB Bancorp, Inc.	04/27/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the CEO's employment agreement was renewed without removing the entitlement to problematic single-trigger cash severance.	Yes	No	No		

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Beasley Broadcast Group, Inc.	05/31/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Moreover, the company lacks several risk-mitigators and does not disclose any pre-set criteria for incentive compensation.	Yes	Yes	No
Beazer Homes USA, Inc.	02/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Belden Inc.	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
BellRing Brands, Inc.	02/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Benchmark Electronics, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Berkshire Hills Bancorp, Inc.	05/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Big 5 Sporting Goods Corporation	06/07/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * The company's change in control arrangements with certain executives contain an excessive severance multiple; * Equity awards allow for auto-accelerated vesting upon a change in control; and * Equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No
BioAtla, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
BJ's Restaurants, Inc.	06/15/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Black Hills Corporation	04/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Blackbaud, Inc.	06/14/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Bloomin' Brands, Inc.	04/18/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
bluebird bio, Inc.	06/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
BlueLux Holdings Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Blueprint Medicines Corporation	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Boise Cascade Company	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
BOK Financial Corp	05/02/2023	Management	Yes	21	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Boston Omaha Corporation	05/08/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The total compensation of the co-CEOs significantly decreased over the prior year. Annual incentives were based on a pre-set objective measure and no payouts were made to the co-CEOs under the annual incentive plan. However, concerns are raised by the discretionary bonus to the CFO and the lack of a long-term incentive program for the co-CEOs. Shareholders should continue to monitor the company pay practices as well as the company's co-CEO structure as it may result in additional costs.	No	No	No
Box, Inc.	06/27/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Boyd Gaming Corporation	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Bread Financial Holdings, Inc.	05/16/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the CEO's bonus opportunities were increased, annual incentives were primarily determined by pre-set objective metrics and the disclosure around performance goals and actual results improved. In addition, a majority of long-term incentives were performance conditioned, and although PBRsUs are measured annually, this concern is partially mitigated given that results are averaged at the end of a multi-year period. Further, the company provided enhanced disclosure of prior- and current-cycle PBRsUs, though shareholders would benefit from forward-looking target goals as well.	No	No	No
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Brightcove Inc.	05/10/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Brighthouse Financial, Inc.	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
BrightSphere Investment Group Inc.	06/07/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Bristow Group Inc.	06/07/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Broadwind, Inc.	05/23/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Both annual and long-term incentives were predominately performance based, though a concern is noted regarding the lack of forward-looking goal disclosure for performance equity. Moreover, pay and performance were reasonably aligned for the year in review.	No	No	No
Broadwind, Inc.	05/23/2023	Management	Yes	29	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Brookdale Senior Living Inc.	06/20/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are raised by the long-term incentive's use of predominantly annual performance periods and a relative TSR metric targeting merely median performance, LTI awards are half performance-vesting and annual incentives appear sufficiently performance based.	No	No	No
Brookline Bancorp, Inc.	05/10/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.	No	No	No
Brunswick Corporation	05/03/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Build-A-Bear Workshop, Inc.	06/08/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the company demonstrated only limited responsiveness following last year's low say-on-pay support.	No	No	No
Bumble Inc.	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Modifications to previously granted performance-based equity awards to include a time-vesting component undermines a pay-for-performance philosophy and contributed to a misalignment between executive pay and company performance during the year in review. Additionally, the company's regular annual equity awards remain entirely time-based.	Yes	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
BWX Technologies, Inc.	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Byline Bancorp, Inc.	06/06/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
C&F Financial Corporation	04/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Cabot Corporation	03/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No		
Cadence Bank	04/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There is some concern surrounding median target setting for certain PSU metrics and a reduction in performance share weighting. However, CEO pay declined substantially following last year's one-time retention and integration awards, and the annual and long-term incentives were entirely based on objective metrics with forward-looking disclosure of goals. Accordingly, the quantitative pay-for-performance misalignment is mitigated. However, a vote AGAINST this proposal is warranted, as the compensation committee demonstrated poor responsiveness to last year's low say-on-pay vote. Although the proxy provides some details about meetings with shareholders, certain engagement details are lacking. Further, the proxy does not disclose any specific shareholder feedback, which makes it impossible to ascertain what actions would be responsive to shareholders' concerns as evidenced by last year's low say-on-pay vote result.	Yes	No	No		
Calavo Growers, Inc.	04/26/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
California Resources Corporation	04/28/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. The CEO's pay significantly decreased given that no equity awards were granted and short-term incentives are primarily performance-based.	No	No	No		
California Water Service Group	05/31/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No		
Calix, Inc.	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the STI and LTI programs grant awards entirely based on pre-set financial performance metrics, the annual equity grant is based on performance over a single annual performance period, raising concerns regarding the pay program's relatively short-term focus. Moreover, executives' FY22 equity awards were majority time-vesting as a result of significant off-cycle equity awards granted in entirely time-based stock options, undermining the program's link between pay and performance as well as raising concerns regarding the magnitude of total compensation for multiple NEOs. Finally, the CEO received a promotional award entirely in time-vested equity. Promotional awards are exceedingly rare, and large grants that lack any pre-set performance criteria are disfavored by investors.	Yes	No	No		
Callon Petroleum Company	04/26/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Cambridge Bancorp	05/15/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No		
Camden National Corporation	05/23/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Camping World Holdings, Inc.	05/19/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Cannae Holdings, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company provides the portion of the management fee allocated to NEOs compensated by the manager, the breakdown of fixed and variable pay, and indicates that the manager uses discretion in determining the NEOs' variable pay. This information enables shareholders to make a reasonable assessment of executive pay.	No	No	No		
Capital City Bank Group, Inc.	04/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Capitol Federal Financial, Inc.	01/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance, and maintains several problematic change-in-control provisions in legacy agreements.	Yes	Yes	No		
CapStar Financial Holdings, Inc.	04/19/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
CARA Therapeutics, Inc.	06/01/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Cargurus, Inc.	06/06/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
CarParts.com, Inc.	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Carriage Services, Inc.	05/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to a problematic pay practice. The company paid sizable severance to an NEO upon a resignation which does not appear to be involuntary.	Yes	No	No		
Carrolls Restaurant Group, Inc.	06/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Cars.com Inc.	06/07/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Carter Bankshares, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company incurred significant gross-up cost for the CEO's automobile perquisites. Additionally, the company lacks certain risk-mitigating provisions.	Yes	Yes	No		
Casella Waste Systems, Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide tax gross-up relating to the CEO's car allowance perquisite.	Yes	Yes	No		
Cass Information Systems, Inc.	04/18/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The CEO's total pay is of significant magnitude following continuous annual increases to base salary, which has had a ratcheting effect on the target bonus opportunity as well as the LTI grant value. A concern is also noted regarding goal rigor in the annual bonus. However, LTI awards are majority performance-based with forward-looking goals disclosed, while closing-cycle LTI awards were earned in line with performance. Continued monitoring of the pay program is warranted to ensure that pay outcomes continue to align with company performance.	No	No	No		
Castle Biosciences, Inc.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite the compensation committee's sufficient responsiveness to shareholder concerns as evidenced by the prior year's failed say-on-pay vote, an unmitigated misalignment between CEO pay and company performance persists during the year in review. CEO pay remains relatively high and increased from the prior year despite stock price underperformance. Furthermore, some concerns remain with regards to the company's disclosure of performance targets, as the forward-looking revenue target underlying the PSU awards is not disclosed.	Yes	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation											B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
CBIZ, Inc.	05/10/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided excessive perquisites and associated tax gross-ups to the CEO.	Yes	Yes	No
CECO Environmental Corp.	06/05/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Celldex Therapeutics, Inc.	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Central Garden & Pet Company	02/07/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided sizable perquisites and perks-related tax gross-ups to the CEO.	Yes	Yes	No
Central Pacific Financial Corp.	04/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While there are some concerns regarding the increased pay opportunities for the CEO and goal rigor under both the annual and long-term incentive programs, sufficient mitigating factors have been identified or the year in review. The appointment of a new CEO in early 2023 was accompanied with a recalibration of target opportunities for FY23. In addition, the STI program is predominantly based on pre-set, objective goals, and the company provided enhanced disclosure of individual performance considerations. Further, half of LTI awards are based on multi-year goals, and vesting for the relative TSR component is now capped at target if absolute TSR is negative. The company also included retrospective disclosure for closing-cycle awards, which provides additional insight into the pay-for-performance linkage.	No	No	No
Central Valley Community Bancorp	05/17/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Centrus Energy Corp.	06/20/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Century Aluminum Company	06/05/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Century Casinos, Inc.	06/07/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * The company maintains agreements that contain a modified single trigger change in control provision * The company maintains agreements that contain excise tax gross-up provisions. * The company provided a large automobile perquisite to Co-CEOs Peter Hoetzing and Erwin Haitzmann.	Yes	Yes	No
Cerence Inc.	02/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CEVA, Inc.	05/23/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Targets in the STI program are not clearly disclosed; however, the program is entirely based on pre-set financial criteria and the below-target payouts were relatively aligned with performance. The CEO's equity grant was largely in performance-conditioned equity, and the amount that vested was largely in line with company performance, though concerns are noted regarding the relatively short performance period and target setting.	No	No	No
ChampionX Corporation	05/10/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Chase Corporation	02/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chegg, Inc.	06/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Chemung Financial Corporation	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chesapeake Utilities Corporation	05/03/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chico's FAS, Inc.	06/22/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Chinook Therapeutics, Inc.	06/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chord Energy Corporation	04/26/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Citi Trends, Inc.	06/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Citizens & Northern Corporation	04/20/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Citizens Community Bancorp, Inc.	06/20/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
City Holding Company	04/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain modified single trigger severance payment and excise tax gross-up provisions. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Civeo Corporation	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.	No	No	No
Civista Bancshares, Inc.	04/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time.	No	No	No
Civitas Resources, Inc.	06/01/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Clean Energy Fuels Corp.	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Clean Harbors, Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Clearwater Paper Corporation	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Clearway Energy, Inc.	04/27/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Climb Global Solutions, Inc.	06/13/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CNB Financial Corporation	04/18/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Total CEO pay decreased during long-term stock underperformance, cash incentives were based on pre-determined objectives, and half of most NEOs' equity awards were performance-based. While the CEO solely received time-vesting equity, this appears to be a one-time action due to his retirement which was planned early during the year.	No	No	No
CNX Resources Corporation	05/04/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although ESG PSUs utilize annual performance periods, performance-based equity is targeted to comprise half of long-term incentives and predominantly uses multi-year performance periods with forward-looking goals disclosed. Additionally, annual incentives are primarily based on a pre-set financial metric.	No	No	No
Coca-Cola Consolidated, Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide the CEO an inordinate amount of personal use of corporate aircraft perquisite, as well as significant tax gross-ups on perquisites.	Yes	Yes	No

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation											B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Codexis, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Codorus Valley Bancorp, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Coeur Mining, Inc.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cogent Communications Holdings, Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cohen & Steers, Inc.	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * Equity awards to the CEO lack any performance-contingent pay elements; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * High CEO pay relative to company performance compared to the company's peers.	Yes	Yes	No
Cohu, Inc.	05/10/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Collegium Pharmaceutical, Inc.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Colony Bankcorp, Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to certain problematic pay practices including the single-trigger equity vesting acceleration of equity awards, lack of preset performance criteria for the CEO's bonus and equity awards, and the company's lack of risk mitigating provisions.	Yes	Yes	No
Columbia Banking System, Inc.	05/18/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Columbia Sportswear Company	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Comfort Systems USA, Inc.	05/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Commercial Metals Company	01/11/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Commercial Vehicle Group, Inc.	05/11/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CommScope Holding Company, Inc.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Community Bank System, Inc.	05/17/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the pay-for-performance misalignment is sufficiently mitigated at this time as the annual incentive program was largely based on pre-set objective measures and half of the equity awards is performance-based. In addition, bonuses were earned below target aligned with company performance and payouts for the entire performance-based equity grant will be capped at target if the company's TSR is negative. However, the company made a sizable cash severance to a NEO upon his retirement, which does not appear to be involuntary. This is considered a problematic pay practice.	Yes	No	No
Community Health Systems, Inc.	05/09/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentives were primarily based on pre-set objective measures and were earned below target. In addition, half of the equity awards is performance-conditioned.	No	No	No
Community Trust Bancorp, Inc.	04/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision and lacks certain risk-mitigating provisions in its compensation program.	Yes	Yes	No
Compass Minerals International, Inc.	02/15/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives are performance-based, with clearly disclosed goals, and long-term incentives are also predominantly performance contingent. While certain concerns are raised regarding the goal-setting for performance equity awards, FY22 grants were entirely performance contingent and the closing cycle grants were earned below-target. However, investors should continue to monitor long-term incentives given the increase in the value of equity awards as well as the expected removal of certain performance criteria for FY23 grants.	No	No	No
Computer Programs and Systems, Inc.	05/11/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CompX International Inc.	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each non-employee NEO, in addition to compensation paid to NEO employees, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	Yes	No	No
Concentrix Corporation	03/23/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.	Yes	Yes	No
Concrete Pumping Holdings, Inc.	04/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted for a lack of risk mitigators, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Conduent Incorporated	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ConnectOne Bancorp, Inc.	05/23/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Two of the performance metrics underlying the annual incentive awards were set below the prior year's target and achieved result, leading to maximum level payouts during the year in review. The proxy lacks specific and compelling explanations for the lower goal setting. Furthermore, the sole relative metric underlying the performance-based equity awards targets mere median performance.	Yes	No	No
Conn's, Inc.	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CONSOL Energy Inc.	04/27/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Consolidated Communications Holdings, Inc.	05/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Consolidated Water Co. Ltd.	05/23/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Cooper-Standard Holdings Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. Annual cash bonuses are primarily based on pre-set objective measures and earned below target, aligned with company performance. In addition, equity awards are predominantly performance-conditioned and performance awards were forfeited when goals were not met.	No	No	No
Corcept Therapeutics Incorporated	05/19/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Covenant Logistics Group, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation											B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Crane NXT Co.	06/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Crawford & Company	05/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Credit Acceptance Corporation	06/02/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Crinetics Pharmaceuticals, Inc.	06/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company uses above-median benchmarking; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The performance metrics for the company's long-term incentive plans are not disclosed.	Yes	Yes	No
Cross Country Healthcare, Inc.	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CSG Systems International, Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CSP Inc.	02/07/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a single trigger change in control provision.	Yes	Yes	No
CTS Corporation	05/11/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Cue Biopharma, Inc.	06/07/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Cumulus Media Inc.	04/26/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CURO Group Holdings Corp.	06/14/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Curtiss-Wright Corporation	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Although a concern is noted, a vote AGAINST this proposal is warranted because: * The company provided an excessive financial planning perquisite to the CEO; * The company's change-in-control agreements with certain executives contain an auto-accelerated equity vesting provision; and * There is a lack of full disclosure of STI and LTI metrics and goals.	Yes	Yes	No
Cushman & Wakefield Plc	05/11/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Some concerns are raised by the executive chairman's relatively large, guaranteed equity award, as well as the non-disclosure of forward-looking goals for PSUs. However, all FY22 equity awards are half performance-conditioned, annual incentives are based on pre-set financial metrics, and both the bonus and closing-cycle PSUs were earned below target, in line with company performance. Shareholders may wish to continue monitoring the LTI program for the concerns noted above.	No	No	No
Cushman & Wakefield Plc	05/11/2023	Management	Yes	8	Approve Director Compensation Report	For	For	For	For	As the company is classified as a US domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US say-on-pay analysis. Accordingly, a vote FOR this item is warranted.	No	No	No
Customers Bancorp, Inc.	05/30/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted given that pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No
CVB Financial Corp.	05/17/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CVR Energy, Inc.	06/01/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CymaBay Therapeutics, Inc.	06/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No
CytoSorbents Corporation	06/06/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Daily Journal Corporation	02/15/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DallasNews Corporation	05/11/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into new NEO agreements that provide for problematic single-trigger cash severance.	Yes	No	No
Dana Incorporated	04/26/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Daseke, Inc.	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, the pay-for-performance misalignment is mitigated at this time. Short-term incentives are entirely performance-based and long-term incentives are primarily performance-based. Continued monitoring is warranted given that short- and long-term incentives primarily utilize the same performance metric.	No	No	No
Dave & Buster's Entertainment, Inc.	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In FY22, a new CEO was appointed, which resulted in a significant increase in pay year-over-year. Half of the CEO's inducement equity awards represented PSUs and the annual-cycle equity awards were half performance based, with clear disclosure of all forward-looking targets. Additionally, the annual incentives were primarily based on objective pre-set metrics. Nonetheless, continued monitoring of the pay program is warranted as investors will expect CEO pay levels to normalize next year.	No	No	No
Deciphera Pharmaceuticals, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No
Delek US Holdings, Inc.	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Delta Apparel, Inc.	02/09/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. The specific STI goals and actual performance were not disclosed. In addition, the CEO's equity awards lack performance criteria.	Yes	No	No
Deluxe Corporation	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment has been mitigated at this time. Half of equity awards are performance-based and performance awards were forfeited when goals were not met.	No	No	No
Denali Therapeutics Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Denbury Inc.	06/01/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Denny's Corporation	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentive was largely based on pre-set financial goals and over half of equity awards were subject to multi-year performance goals. While the relative TSR measure of the performance shares targets the index median, the earnout is capped at target for negative absolute TSR.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b			
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Designer Brands Inc.	06/15/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.		No	No	No		
DHI Group, Inc.	04/26/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Diamond Hill Investment Group, Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Digi International Inc.	01/27/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Dillard's, Inc.	05/20/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Dime Community Bancshares, Inc.	05/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive perquisite allowance to the CEO and COO.		Yes	Yes	No		
Diodes Incorporated	05/23/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Distribution Solutions Group, Inc.	05/19/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
DLH Holdings Corp.	03/09/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
DMC Global Inc.	05/10/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Donegal Group Inc.	04/20/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * The company maintains agreements that contain excise tax gross-up provisions; * Equity awards to the CEO lack any performance-contingent pay elements; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.		Yes	Yes	No		
Donnelley Financial Solutions, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Dorman Products, Inc.	05/18/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Douglas Dynamics, Inc.	04/25/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.		No	No	No		
Dril-Quip, Inc.	05/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance misalignment has been mitigated at this time. Half of the CEO's equity awards is performance-based, performance awards were forfeited when goals were not met, and cash incentives are entirely performance-based.		No	No	No		
Duck Creek Technologies, Inc.	02/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Ducommun Incorporated	04/26/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Duluth Holdings Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The decrease in CEO total pay does not fully mitigate concerns regarding pay structure and disclosure. The company does not disclose the threshold, target or maximum goals for the STIP, which impedes shareholders' ability to assess the program. Moreover, LTI awards entirely lack performance criteria and the CEO's grant value increased amid sustained negative shareholder returns. In light of these concerns, a vote AGAINST this proposal is warranted.		Yes	No	No		
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted in light of an unmitigated pay-for-performance misalignment. Although the annual incentive program is sufficiently tied to rigorous objective performance criteria, there are significant concerns with the magnitude and structure of the long-term incentives. Specifically, retention grants to the NEOs were outsized and, in addition the NEOs' annual LTI grants for FY22, significantly elevated pay for four of the five NEOs, including the CEO. Further, although FY22 equity grants were entirely tied to performance conditions, the performance shares utilized a short-one year period and the option grant share price hurdle does not require sustained performance.		Yes	No	No		
DURECT Corporation	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
DXP Enterprises, Inc.	06/16/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains a legacy agreement with the CEO that contains excise tax gross-up provisions.		Yes	Yes	No		
Dynavax Technologies Corporation	05/26/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.		No	No	No		
DZS Inc.	05/30/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee recently approved the cancellation and exchange of certain underwater options held by NEOs and directors without prior shareholder approval.		Yes	No	No		
Eagle Bancorp, Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The compensation committee demonstrated adequate responsiveness to last year's low support for the say-on-pay proposal. Nevertheless, there are ongoing concerns that underscore the quantitative pay-for-performance misalignment. Specifically, the magnitude of the CEO's pay opportunities remains very large, even after a recent reduction. There are also concerns regarding the structure and disclosures of the STI program, including a lack of clarity as to the quantified performance results that will result in maximum payouts. Further, while performance equity utilizes rigorous multi-year goals, some shareholders may object to the large grant size in light of sustained negative shareholder returns. In light of these concerns, a vote AGAINST this proposal is warranted.		Yes	No	No		
Eagle Pharmaceuticals, Inc.	06/28/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.		No	No	No		
Eastern Bankshares, Inc.	05/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. CEO pay increased during a period of mixed company performance due to equity awards which represent the first awards since the company's reorganization. Short-term incentives are primarily performance-based and equity awards are half performance-based. In addition, long-term cash awards were forfeited when goals were not met.		No	No	No		
EchoStar Corporation	04/27/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's change in control agreements with certain executives contain an auto-accelerated equity vesting provision; * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; * There is a lack of full disclosure on STI and LTI metrics and goals; and * There is limited disclosure with respect to the mechanics of the annual cash incentive program and equity awards granted to other NEOs lack performance criteria.		Yes	Yes	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b			
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy			
Ecovyst Inc.	05/10/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. The compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, significant concerns are raised with the pay program for fiscal 2022, given that a majority of equity awards are time-vesting, NEOs received significant additional time-vesting retention awards with a short vesting period, and forward-looking performance goals were not disclosed. These concerns are somewhat mitigated given that the CEO's pay significantly decreased, the company will return to an equity pay mix that is at least half performance-based, performance awards were either forfeited or earned below target in line with performance, and the short-term incentive program is entirely performance-based. Continued monitoring is warranted with respect to the use of retention awards as there is no firm commitment regarding such grants being used only in extraordinary circumstances, or for such grants to be performance-based in the future.	No	No	No			
Edgewell Personal Care Company	02/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted.	No	No	No			
eHealth, Inc.	06/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the identified pay-for-performance misalignment has not been mitigated. While short-term incentives are primarily based on pre-set objective measures, equity awards are majority time-vesting and performance shares utilize an annual performance measurement period.	Yes	No	No			
El Pollo Loco Holdings, Inc.	06/06/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Elanco Animal Health Incorporated	05/18/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Element Solutions Inc	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual and long-term incentives are predominantly based on pre-set, objective performance metrics, the committee made discretionary adjustments to allow for annual incentive payouts that otherwise would have been forfeited. Additionally, the committee granted an additional special equity award upon the vesting of the special award granted in FY19. Investors generally expect for special awards to be used sparingly, and the magnitude of the CEO's special award in FY22 was excessive. In addition, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives, Equity awards allow for auto-accelerated vesting upon a change-in-control event, and excessive differentials between CEO pay and the pay of other named executive officers at the firm.	Yes	No	No			
EMCOR Group, Inc.	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions. In addition, concerns are also raised with respect to the single-trigger equity vesting acceleration and purely-time vesting equity awards.	Yes	Yes	No			
EMCORE Corporation	03/10/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Emergent BioSolutions Inc.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Employers Holdings, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Enanta Pharmaceuticals, Inc.	03/02/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Encompass Health Corporation	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Encore Capital Group, Inc.	06/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No			
Energizer Holdings, Inc.	01/30/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Energy Recovery, Inc.	06/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Enerpac Tool Group Corp.	02/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, support for the say-on-pay proposal is warranted. While there was significant executive turnover and associated payments during the year in review, the company does not anticipate additional grants of similar magnitude in the future. In addition, annual incentives were based on pre-set financial measures, and long-term incentives were at least half performance-conditioned, with a multi-year measurement period.	No	No	No			
Enhabit, Inc.	06/28/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Enova International, Inc.	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Enovis Corporation	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No			
EnPro Industries, Inc.	04/28/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No			
Enstar Group Limited	06/01/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Base salaries for the CEO and other select NEOs are high and contribute to large STI opportunities. Additionally, pre-set target goals are not disclosed for the majority of the restructured STI program. Further, the committee extended the performance period and term of an in-flight CEO equity award shortly before the end of the original performance period, which circumvents a pay-for-performance outcome. Accordingly, the quantitative pay-for-performance misalignment is not mitigated. There are also problematic pay practices identified for the year in review. The committee amended the CEO's employment agreement that increases the potential magnitude of a change-in-control payment in respect of the amended award, even if performance conditions are not achieved. Moreover, the amended employment agreement maintains a separate problematic single trigger change-in-control cash payment, which is akin to single-trigger severance.	Yes	No	No			
Enterprise Bancorp, Inc.	05/02/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company maintains agreements that contain a modified single-trigger change-in-control provision; * equity awards allow for auto-accelerated vesting upon a change-in-control event; and * the company paid dividends on unvested performance-based equity awards.	Yes	Yes	No			
Enterprise Financial Services Corp	05/10/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Entravision Communications Corporation	06/08/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST for this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's base salary remained relatively high, and bonuses granted to the NEOs were largely discretionary. Further, equity awards are purely time-vesting.	Yes	No	No			
Envestnet, Inc.	06/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Envista Holdings Corporation	05/23/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Enzo Biochem, Inc.	01/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently amended the employment agreements of certain NEOs that provide for problematic single-trigger bonus payments in the event of a change in control.	Yes	No	No			

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Equitrans Midstream Corporation	04/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Equity Bancshares, Inc.	04/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the CEO's equity awards were majority time-vesting, the bonus program remains primarily based on pre-set performance goals.	No	No	No		
ESAB Corporation	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of personal aircraft use and financial planning perquisites to the CEO.	Yes	Yes	No		
Escalade, Incorporated	05/10/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
ESCO Technologies Inc.	02/03/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Esquire Financial Holdings, Inc.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The CEO's base salary is relatively high and continues to grow, while the annual bonus payout is based entirely on the compensation committee's discretion. In addition, the LTI program was entirely in time-vested equity. Furthermore, concerns are raised with respect to the problematic provisions embedded in the company's existing change-in-control agreements with certain executive officers, such as excessive severance basis, modified single-triggered cash severance payment, and excise tax gross-up; the sizable perquisites provided to the CEO, and the company's lack of risk mitigating features that may benefit shareholders.	Yes	No	No		
ESSA Bancorp, Inc.	03/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Essent Group Ltd.	05/02/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Euronet Worldwide, Inc.	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern surrounding the LTI structure, as a relatively small portion of total equity awards vest based on a true, multi-year performance period. Additionally, the CEO's equity awards increased amid sustained TSR underperformance. However, equity awards are entirely performance-conditioned and forward-looking goals are disclosed. Additionally, the STI program is entirely based on an objective financial metric with a rigorous target and maximum payouts under the program are substantiated by generally strong financial performance in FY22. Continued close monitoring of the LTI program and equity award magnitude is warranted.	No	No	No		
Evans Bancorp, Inc.	05/02/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Evercore Inc.	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains change-in-control agreements that contain an excise tax gross-up provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.	Yes	Yes	No		
EVERTEC, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Evolent Health, Inc.	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Evoqua Water Technologies Corp.	02/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Exelixis, Inc.	05/31/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No		
Exelixis, Inc.	05/31/2023	Management	Yes	33	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	Yes	No	No		
ExlService Holdings, Inc.	06/20/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Exponent, Inc.	06/08/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Expro Group Holdings N.V.	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
F.N.B. Corporation	05/10/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No		
Farmer Bros. Co.	01/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the compensation committee demonstrated sufficient responsiveness to a certain degree following last year's low say-on-pay support, the pay-for-performance misalignment is not mitigated at this time. The CEO's pay is relatively high during a period of poor long-term stock performance. While the bonus program is entirely performance-based, the CEO's performance awards are based on the same performance metric which appears to be measured annually during the performance period. When short- and long-term awards are based on the same performance metrics, this could result in duplicative payouts for the same performance. The performance goals for the long-term awards were also not disclosed.	Yes	No	No		
Farmers National Banc Corp.	04/20/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
FARO Technologies, Inc.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No		
Fastly, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as relatively large one-time equity awards to the new CEO contributed to a misalignment between executive pay and company performance during the year in review. Furthermore, the majority of the company's regular equity awards are time-based, and PSUs utilize a short one-year performance period with the same metrics as the annual incentive awards, thereby awarding executives twice for the same performance.	Yes	No	No		
Fate Therapeutics, Inc.	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
FB Financial Corporation	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Federal Signal Corporation	04/25/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Ferroglobe PLC	06/27/2023	Management	Yes	2	Approve Remuneration Report	For	For	For	For	A vote FOR this resolution is warranted as no significant concerns have been identified.	No	No	No		
Fiesta Restaurant Group, Inc.	05/10/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Financial Institutions, Inc.	06/21/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
First American Financial Corporation	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
First Bancorp	05/04/2023	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation												B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
First BanCorp.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a single trigger change in control provision and excessive severance payout basis.	Yes	Yes	No	
First Bank	04/28/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
First Busey Corporation	05/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up and modified single-trigger change-in-control provisions.	Yes	Yes	No	
First Business Financial Services, Inc.	04/28/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
First Commonwealth Financial Corporation	04/25/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
First Community Bankshares, Inc.	05/23/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
First Financial Bancorp	05/23/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
First Financial Corporation	04/19/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
First Financial Northwest, Inc.	05/11/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
First Foundation Inc.	06/27/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
First Foundation Inc.	06/27/2023	Management	Yes	33	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No	
First Horizon Corporation	04/25/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
First Internet Bancorp	05/15/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change in control provision.	Yes	Yes	No	
First Interstate BancSystem, Inc.	05/24/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
First Merchants Corporation	05/10/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
First Mid Bancshares, Inc.	04/26/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
First Northwest Bancorp	05/23/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues are highlighted at this time.	No	No	No	
First United Corporation	05/11/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
FirstCash Holdings, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns raised by the relative TSR metric, in both the STIP and LTIP, that targets merely median performance. Further, the company does not disclose most forward-looking LTIP targets, which impedes a full assessment. However, the STIP was based entirely on objective performance measures and the larger awards are substantiated by improved performance. Further, the majority of the LTIP awards were performance-conditioned with a multi-year measurement period, and goals are disclosed retrospectively for closing cycle awards. On balance of these factors, a cautionary vote FOR this proposal is warranted.	No	No	No	
Five Point Holdings, LLC	06/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns and compensation practices are reasonable at this time.	No	No	No	
Flowers Foods, Inc.	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Fluent, Inc.	06/07/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Fluor Corporation	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Flushing Financial Corporation	05/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, and the auto-accelerated vesting of equity upon a change in control.	Yes	Yes	No	
Flywire Corporation	06/06/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
FONAR Corporation	05/22/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Foot Locker, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Forestar Group Inc.	01/17/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
FormFactor, Inc.	05/19/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Forrester Research, Inc.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Forum Energy Technologies, Inc.	05/12/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Forward Air Corporation	05/09/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Fossil Group, Inc.	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
Fox Factory Holding Corp.	05/05/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Franchise Group, Inc.	05/09/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time.	No	No	No	
Franklin Covey Co.	01/20/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Franklin Electric Co., Inc.	05/05/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Fresh Del Monte Produce Inc.	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains change in control agreements that contain excise tax gross-up provisions; * The company maintains change in control agreements with an excessive severance multiple; * The company provided inordinate auto-related and life insurance perquisites to the CEO; and * Performance goals/metrics for the company's long-term incentive plans are not fully disclosed.	Yes	Yes	No	
Frontdoor, Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Frontier Communications Parent, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-up related to relocation benefits.	Yes	Yes	No	

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FRP Holdings, Inc.	05/10/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
FS Bancorp, Inc.	05/25/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company's change-in-control agreements with certain executives provide for single-trigger cash severance payment. Furthermore, equity awards to the CEO in the most recent fiscal year lack performance vesting conditions.	Yes	Yes	No	
FTI Consulting, Inc.	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Fuel Tech, Inc.	06/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
FuelCell Energy, Inc.	05/22/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns regarding the rigor of the LTI program continue; however, the equity awards were half performance-based with a multi-year measurement period, and earned PSUs are capped if absolute TSR is negative for the period. The CEO's equity award value was also reduced in FY22, amidst these changes to PSUs. Additionally, annual incentives were largely determined with pre-set objective financial metrics.	No	No	No	
Full House Resorts, Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Fulton Financial Corporation	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
G1 Therapeutics, Inc.	06/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted, as the identified pay-for-performance misalignment has been sufficiently mitigated.	No	No	No	
Gaia, Inc.	04/20/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Garrett Motion, Inc.	05/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, a vote FOR this proposal is warranted.	No	No	No	
Gates Industrial Corporation Plc	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives continue to incorporate significant discretion and adjustments to financial metrics resulted in increased payouts in FY22. Further, equity awards do not disclose the forward-looking performance target for the largest portion of performance equity and the relative TSR portion targets merely median performance. Lastly, the committee made a sizable grant of time-based equity to NEOs, with limited rationale.	Yes	No	No	
Gates Industrial Corporation Plc	06/08/2023	Management	Yes	11	Approve Remuneration Report	For	Against	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST is warranted.	Yes	No	No	
Genasys Inc.	03/14/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Gencor Industries, Inc.	03/31/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Genesco Inc.	06/22/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Gentex Corporation	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Gentherm Incorporated	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Genworth Financial, Inc.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Geospace Technologies Corporation	02/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
German American Bancorp, Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Gibraltar Industries, Inc.	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
G-III Apparel Group, Ltd.	06/08/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following low say-on-pay support last year, the board did not make any meaningful changes to address shareholders' expressed concerns. Further, an unmitigated pay-for-performance misalignment exists for the year in review. Although CEO pay declined in FY23, concerns remain with the structure of the STI, which has the potential to provide for outsized bonuses. In addition, while these awards are based on a financial metric, the selected metric does not require year-over-year improvement. Further, while CEO Goldfarb and NEO Aaron's LTI is entirely performance based, some concern is also raised surrounding the lack of forward-looking goals.	Yes	No	No	
Glacier Bancorp, Inc.	04/26/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
Glatfelter Corporation	05/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Glaukos Corporation	06/01/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Global Industrial Company	06/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as excessive differentials exist between CEO pay and the pay of other named executive officers at the firm. In addition, the company provided an inordinate amount of automobile perquisites to the CEO. Finally, the company does not disclose performance goals.	Yes	Yes	No	
Globus Medical, Inc.	06/07/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Gogo Inc.	06/06/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Gold Resource Corporation	06/15/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment has been mitigated at this time. Performance-based awards were introduced for fiscal 2022 and CEO pay was relatively high during long-term stock underperformance as a result of fiscal 2021 awards being deferred until fiscal 2022. CEO pay is expected to decrease going forward. In addition, short-term incentives were entirely performance-based and earned below target in line with performance.	No	No	No	
GoodRx Holdings, Inc.	06/14/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
GoPro, Inc.	06/06/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Grand Canyon Education, Inc.	06/20/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Graphic Packaging Holding Company	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Gray Television, Inc.	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Great Lakes Dredge & Dock Corporation	05/03/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the identified pay-for-performance misalignment has been mitigated. Annual incentives are based on a preset measure that was not achieved, resulting in zero payouts for the NEOs. In addition, the annual and special equity grants were predominantly based on performance.	No	No	No		
Great Southern Bancorp, Inc.	05/10/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company has legacy arrangements with certain executives that provide for a severance payment that exceeds three-times the sum of an executive's base salary and target bonus; * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company lacks risk mitigating features that may benefit shareholders.	Yes	Yes	No		
Green Brick Partners, Inc.	06/13/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Green Dot Corporation	05/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Green Plains Inc.	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Greenhill & Co., Inc.	05/02/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Greif, Inc.	02/28/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Griffon Corporation	03/15/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.	No	No	No		
Grocery Outlet Holding Corp.	06/20/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Group 1 Automotive, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft and automobile-related perquisite to the former CEO.	Yes	Yes	No		
GrowGeneration, Corp.	06/22/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into a new NEO agreement that provides for multi-year guaranteed time-based equity awards.	Yes	No	No		
Guaranty Bancshares, Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Guess?, Inc.	05/05/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No		
Gulf Island Fabrication, Inc.	05/18/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Gulfport Energy Corporation	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No		
GXO Logistics, Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
H&E Equipment Services, Inc.	05/12/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
H.B. Fuller Company	04/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite and related tax gross-ups to the former CEO.	Yes	Yes	No		
Hallador Energy Company	06/01/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; * Equity awards to the CEO lack any performance-contingent pay elements.	Yes	No	No		
Halozyme Therapeutics, Inc.	05/05/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Hamilton Beach Brands Holding Company	05/10/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Hancock Whitney Corporation	04/26/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Hanmi Financial Corporation	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
HarborOne Bancorp, Inc.	05/17/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Harmonic Inc.	06/23/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Harrow Health, Inc.	06/21/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Harsco Corporation	04/19/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive relocation expense perquisite and related tax gross-ups to certain executives.	Yes	Yes	No		
Harvard Bioscience, Inc.	05/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Hawaiian Electric Industries, Inc.	05/05/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Hawaiian Holdings, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft perquisites.	Yes	Yes	No		
Hawthorn Bancshares, Inc.	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain excise tax gross-up provisions. * The company provided CEO Turner sizable perquisites that are not specifically enumerated. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No		
Haynes International, Inc.	02/22/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Health Catalyst, Inc.	06/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal.	No	No	No		
Healthcare Services Group, Inc.	05/30/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
HealthEquity, Inc.	06/22/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
HealthStream, Inc.	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation											B.1.b			
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
Heartland Express, Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Heartland Financial USA, Inc.	06/14/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Heidrick & Struggles International, Inc.	05/25/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Helios Technologies, Inc.	06/01/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company made a lump-sum payment to an NEO in lieu of the vesting of 2024 time-based and performance-based shares upon the NEO's resignation, which does not appear to be involuntary. This is considered a problematic pay practice.	Yes	No	No	
Helix Energy Solutions Group, Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Helmerich & Payne, Inc.	02/28/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Herc Holdings Inc.	05/11/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Heritage Commerce Corp.	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company's change-in-control agreements with certain executives contain excise tax gross-ups. * Equity awards arrangements provide for automatic accelerated vesting upon change-in-control. * The company does not condition vesting of long-term awards on achievement of performance goals.	Yes	Yes	No	
Heritage Financial Corporation	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Heritage Insurance Holdings, Inc.	06/07/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Heritage-Crystal Clean, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, concerns are raised with regards to the excise tax gross-up provisions embedded in legacy agreements with certain executives, the lack of any performance-contingent pay elements for the CEO's equity awards, and the company's lack of risk mitigating provisions.	Yes	No	No	
Heska Corporation	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal. In addition, the pay-for-performance misalignment is mitigated at this time. The CEO's pay significantly decreased following last year's large multi-year grant and the CEO will not receive awards until 2025. Some concerns are raised with respect to annual performance measurement and the apparent performance retesting feature for performance-based equity awards. However, the company intends to grant future performance awards with a three-year performance period. In addition, cash incentives were earned below target in line with performance, with the CEO waiving his bonus entirely.	No	No	No	
Hillenbrand, Inc.	02/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Hilton Grand Vacations Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Hingham Institution for Savings	04/27/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * Equity awards contain a provision for single-trigger vesting upon a change in control event; * The company maintains employment agreements with executives that contain excessive severance provisions; and * The company lacks all of the following risk-mitigating features: a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No	
HMN Financial Inc.	04/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The CEO's long-term equity awards lack performance vesting conditions; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No	
HNI Corporation	05/17/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Home Bancorp, Inc.	05/12/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
HomeStreet, Inc.	05/25/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Hooker Furnishings Corporation	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Hope Bancorp, Inc.	05/18/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the CEO's annual incentive was primarily determined by pre-set financial metrics, the disclosure around the strategic component is limited. Additionally, multiple performance targets were set below the previous year's actual results. This concern is compounded given that a portion of PSUs utilize one-year performance periods and an overlapping metric with the annual incentive program. Moreover, while the bonus pool for the other NEOs is funded based on financial metrics, final payouts are ultimately determined by the committee's discretion. Furthermore, although half of equity awards are performance conditioned, relative performance metrics target merely median performance.	Yes	No	No	
Horace Mann Educators Corporation	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Horizon Bancorp, Inc.	05/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Hovnanian Enterprises, Inc.	03/28/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns exist with respect to the structure of the CEO's annual bonus opportunity and the use of relatively short performance periods for a portion of the long-term incentive awards, annual and long-term incentive programs are entirely performance-based, and the increase in the CEO's total pay for FY22 was largely driven by maximum-level annual and long-term incentive payouts, in line with actual performance. Given these factors, the quantitative misalignment between pay and performance is mitigated for the year in review.	No	No	No	
Hub Group, Inc.	05/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO. In addition, concerns are also raised with respect to the single-trigger equity vesting acceleration.	Yes	Yes	No	
Hudson Technologies, Inc.	06/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company maintains an employment agreement with the CEO that provides for modified single-trigger change-in-control cash severance. * Equity award arrangements allow automatic accelerated vesting upon a change-in-control. * Equity awards to the CEO in the most recent fiscal year lack performance vesting conditions. * The company provides a large life insurance-related perquisite to the CEO. * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation											B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Huntsman Corporation	04/21/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hurco Companies, Inc.	03/09/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Huron Consulting Group Inc.	05/15/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Hyster-Yale Materials Handling, Inc.	05/09/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified.	No	No	No
ICAD, Inc.	06/13/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ICF International, Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
IDACORP, Inc.	05/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Identiv, Inc.	06/08/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IES Holdings, Inc.	02/23/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
iHeartMedia, Inc.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and automobile related perquisites to the CEO.	Yes	Yes	No
IMAX Corporation	06/08/2023	Management	Yes	12	Advisory Vote on Executive Compensation Approach	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company on balance made positive changes to the pay program following a failed say-on-pay vote result. Further, concerns regarding a pay-for-performance misalignment were mitigated, as the short-term program is largely based on pre-set financial metrics, while the LTI program is half in performance equity and utilizes a multi-year performance period. However, the CEO entered into an amended employment agreement in FY22 which included single-trigger transition payments upon a change in control. This is considered a problematic pay practice, as the provision was not removed when the agreement was amended and the company maintains agreements that contain a single trigger change in control provision.	Yes	No	No
Immersion Corporation	03/30/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Independence Contract Drilling, Inc.	06/15/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives appear sufficiently performance-based, the CEO received a relatively large FY22 equity award in majority time-vesting equity, contributing to the pay for performance misalignment for the year in review.	Yes	No	No
Independent Bank Corp.	05/18/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements with certain executives that contain a modified single trigger change in control provision.	Yes	Yes	No
Independent Bank Corporation	04/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Independent Bank Group, Inc.	05/18/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Informatica Inc.	06/13/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were sufficiently performance-based. Although long-term incentives were targeted to be half performance-based, PSUs utilize only a single annual performance period with one metric which completely overlaps a metric in the annual incentives. Moreover, the committee made several decisions regarding equity awards which significantly increased the magnitude of CEO Walia's pay and contributed to the misalignment between pay and performance, including the granting of a half time-based special award in February 2022, the accelerated granting of the time-based portion of FY23 awards, and the modification of outstanding performance options to allow for vesting without achievement of the corresponding performance goals.	Yes	No	No
Information Services Group, Inc.	04/27/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
InfuSystem Holdings, Inc.	05/16/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ingevity Corporation	04/27/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified this time.	No	No	No
Ingles Markets, Incorporated	02/14/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ingredion Incorporated	05/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Innodata Inc.	06/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The committee awarded the CEO significantly larger option grants than in prior years, without a compelling rationale. Further, equity awards are entirely in stock options and do not require the achievement of pre-set performance criteria in order to vest; * The company provides for single-trigger equity vesting acceleration upon a change-in-control event; * The company has not adopted risk-mitigating features that may benefit shareholders; and * Equity awards to the CEO lack any performance-contingent pay elements.	Yes	No	No
Innospec Inc.	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern was identified a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Innoviva, Inc.	05/22/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Inogen, Inc.	05/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The PRSUs utilize annual performance periods, and the PRSU revenue metric and revenue target for the 2022 performance period overlap with the short-term incentives. However, half of the annual equity is performance based, and the annual incentives were based on objective financial metrics. Additionally, the 2022 tranches of the PRSUs granted in 2021 and 2022 were earned below threshold and target level, respectively, in line with company performance. Nevertheless, close monitoring of the pay program is warranted.	No	No	No
Insight Enterprises, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Insperty, Inc.	05/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Inspired Entertainment, Inc.	05/09/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive life insurance perquisite to the CEO.	Yes	Yes	No
Integer Holdings Corporation	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Integra LifeSciences Holdings Corporation	05/12/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.	Yes	Yes	No
Intellia Therapeutics, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation						B.1.b							
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Intellicheck, Inc.	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Interface, Inc.	05/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
International Bancshares Corporation	05/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
International Money Express, Inc.	06/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
International Seaways, Inc.	06/06/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No
inTEST Corporation	06/21/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Intevac, Inc.	05/17/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the pay-for-performance misalignment has not been mitigated. While a majority of the new CEO's equity awards are performance-based, they awards are considered outsized. Awards of this magnitude are expected to have significantly more rigorous performance goals and a more specific rationale regarding the size. In addition, the annual incentive program was based entirely on individual performance given that the cash incentive plan was suspended.	Yes	No	No
Intrepid Potash, Inc.	05/19/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Investar Holding Corporation	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as pay-for-performance misalignment has been identified. Although the annual incentives are based on pre-set objective measures, there is limited disclosure surrounding the annual incentive program as the specific goals were not disclosed. In addition, the equity awards were entirely time-vesting.	Yes	No	No
Iovance Biotherapeutics, Inc.	06/06/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IPG Photonics Corporation	05/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some disclosure concerns are noted under both incentive programs, annual incentives were primarily determined by pre-set objective metrics, and half of the long-term incentives are performance conditioned with multi-year performance periods. In addition, below-target payouts under both programs were generally aligned with financial and TSR underperformance for the period in review.	No	No	No
iRadimed Corporation	06/15/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Iridium Communications Inc.	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
iRobot Corporation	05/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ironwood Pharmaceuticals, Inc.	06/20/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Itlon, Inc.	05/11/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
ITT Inc.	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
IVERIC bio, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
J&J Snack Foods Corp.	02/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
J.Jill, Inc.	06/01/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Jack in the Box Inc.	03/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Jackson Financial Inc.	05/19/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Jamf Holding Corp.	05/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns raised with respect to the lack of performance vesting conditions for equity awards, above-median benchmarking, and a lack of risk mitigators.	Yes	Yes	No
Janus Henderson Group Plc	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
JELD-WEN Holding, Inc.	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No
JetBlue Airways Corporation	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
John Bean Technologies Corporation	05/12/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Johnson Outdoors Inc.	03/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kadant Inc.	05/17/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kaman Corporation	04/19/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
KAR Auction Services, Inc.	06/02/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
KB Home	04/20/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains an employment agreement with the CEO that provides for a modified single-trigger change-in-control cash severance.	Yes	Yes	No
KBR, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kemper Corporation	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kennedy-Wilson Holdings, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an inordinate amount of personal aircraft use and life insurance perquisites to the CEO; * The total amount of perquisite compensation reported for the CEO is excessive; * The company maintains agreements that contain a modified single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change in control; and * The company has change-in-control agreements that contain excessive severance payout basis.	Yes	Yes	No
Kforce Inc.	04/20/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kirby Corporation	04/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Knowles Corporation	05/02/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Kodiak Sciences Inc.	06/06/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily composed of corporate and clinical goals, with a robust disclosure of achievements. In addition, long-term incentives were entirely composed of stock options. However, continued monitoring of future long-term incentive awards is warranted given the equity awards granted in FY21 were intended to cover a seven-year period.	No	No	No		
Kontoor Brands, Inc.	04/20/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provides tax gross-up payment for the CEO's financial planning requisite.	Yes	Yes	No		
Koppers Holdings Inc.	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Kosmos Energy Ltd.	06/08/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Kratos Defense & Security Solutions, Inc.	05/24/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Although the CEO's FY22 LTI grant value declined slightly, the magnitude of his award, and thus his overall pay, remains relatively high, and a significant portion of the annual incentive appears to be based on the committee's discretionary assessment of strategic performance. Nevertheless, payouts for both the annual and long-term incentive awards are capped at target, with the FY22 annual incentive paid out below target in line with company performance, and LTI awards are half performance-based with a multi-year performance period. Continued monitoring is warranted regarding the magnitude of long-term incentive awards.	No	No	No		
Krystal Biotech, Inc.	05/19/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Kura Oncology, Inc.	05/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No		
KVH Industries, Inc.	06/07/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The company provided for the accelerated vesting of equity awards of certain NEOs, including the CEO, despite such NEOs remaining employed with the company.	Yes	No	No		
Kymera Therapeutics, Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards to the CEO lack any performance-contingent pay elements; * The company continues to use above-median benchmarking; and, * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No		
L.B. Foster Company	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Lakeland Financial Corporation	04/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
Lakeland Industries, Inc.	06/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Landstar System, Inc.	05/10/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Lantheus Holdings, Inc.	04/27/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Larimar Therapeutics, Inc.	05/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted because equity award arrangements provide for automatic accelerated vesting upon a change-in-control, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives, and the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No		
Laureate Education, Inc.	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Lazard Ltd	04/27/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No		
LCNB Corp.	04/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Lee Enterprises, Incorporated	04/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
LeMaitre Vascular, Inc.	06/01/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
LendingTree, Inc.	06/21/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives were entirely determined by a pre-set financial metric and NEOs did not earn bonuses, which generally aligned with the company's FY22 financial performance. In addition, the CEO did not receive long-term incentives for the year in review following a front-loaded award granted in FY20. However, continued monitoring is warranted given that Lebd's front-loaded award is also intended to cover equity compensation for FY23 and the remaining NEOs' annual-cycle awards were entirely time-vesting.	No	No	No		
Lexicon Pharmaceuticals, Inc.	04/27/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the pay-for-performance misalignment is not mitigated at this time. There is limited disclosure under the bonus program, equity awards are entirely time-vesting, and the number of shares underlying such awards significantly increased during a period of stock underperformance.	Yes	No	No		
Liberty Energy Inc.	04/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Lifetime Brands, Inc.	06/22/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Ligand Pharmaceuticals Incorporated	06/09/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Light & Wonder, Inc.	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No		
Limbach Holdings, Inc.	06/22/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Limoneira Company	03/21/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the compensation committee demonstrated only limited responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No		
Lincoln Educational Services Corporation	05/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Lindsay Corporation	01/10/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Liquidity Services, Inc.	02/23/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No		
Littelfuse, Inc.	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
LivaNova Plc	06/12/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. LTI awards are targeted to be half performance-based and returned to utilizing only multi-year performance periods with FY22 awards, while annual incentives are predominantly based on pre-set financial metrics and disclosure of the non-financial objectives modifier metric objectives and actual results improved. Moreover, both the annual incentive and closing-cycle PSUs were earned below target, in line with company performance. Shareholders may wish to continue monitoring the LTI program for goal rigor and disclosure.	No	No	No		
LivaNova Plc	06/12/2023	Management	Yes	15	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR this proposal is warranted.	No	No	No		
Live Oak Bancshares, Inc.	05/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	No	No		
LL Flooring Holdings, Inc.	05/10/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up related to the CEO's financial planning perquisites.	Yes	Yes	No		
Louisiana-Pacific Corporation	04/28/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
LSB Industries, Inc.	05/11/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Luna Innovations Incorporated	05/24/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Luxfer Holdings Plc	06/07/2023	Management	Yes	7	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.	No	No	No		
Luxfer Holdings Plc	06/07/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
M.D.C. Holdings, Inc.	04/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given the unmitigated pay-for-performance misalignment. While the CEO and executive chairman's annual incentives are measured against objective metrics, there are goal rigor concerns, which is particularly concerning given the high maximum payout opportunities for the CEO and executive chairman. Further, the other NEO's annual incentive appears to be determined by qualitative objectives without clearly disclosed target goals and achievements. In addition, the CEO and executive chairman's long-term incentives were delivered entirely in fully-vested stock options with exercisability restrictions, and the total number of shares underlying awards increased significantly, which may lead to a considerable windfall for executives. Lastly, the executive chairman receives higher total compensation than the CEO, and shareholders may question the need for multiple executives to receive CEO-level compensation, which exacerbates the multiple concerns regarding pay design and magnitude.	Yes	No	No		
Macatawa Bank Corporation	05/02/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
MACOM Technology Solutions Holdings, Inc.	03/02/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company has legacy arrangements with certain executives that provides for change-in-control excise tax gross-up payments.	Yes	Yes	No		
MacroGenics, Inc.	05/31/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Macy's, Inc.	05/19/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
MagnaChip Semiconductor Corporation	05/18/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No		
Magnite, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No		
Magnolia Oil & Gas Corporation	05/03/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. While there are some concerns regarding goal rigor under the annual incentive program, payouts are primarily based on pre-set objectives with clear disclosure of per-metric weights and performance targets. In addition, while FY22 PRSUs may lack a long-term focus, this is partially mitigated as FY23 LTIs will incorporate multi-year performance periods with payouts capped at target in the event absolute TSR is negative. Further, long-term incentives were almost entirely performance conditioned for the year in review.	No	No	No		
Maiden Holdings, Ltd.	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Mammoth Energy Services, Inc.	06/07/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
ManpowerGroup Inc.	05/05/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Marcus & Millichap, Inc.	05/02/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Marine Products Corporation	04/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
MarineMax, Inc.	02/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns are highlighted.	No	No	No		
Marqeta, Inc.	06/22/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A former NEO's equity awards were accelerated upon his resignation, which was not characterized by the disclosure as a qualifying termination. This is considered a problematic practice.	Yes	No	No		
Marten Transport, Ltd.	05/02/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Masonite International Corporation	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
MasTec, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a single trigger change in control provision; * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change in control; and * The company provided an excessive automobile perquisite to the CEO.	Yes	Yes	No		
Mastech Digital, Inc.	05/10/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * Long-term awards granted in the most recent fiscal year lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No		

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Matador Resources Company	06/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Materion Corporation	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Mativ Holdings, Inc.	04/20/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Matson, Inc.	04/27/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are identified at this time.	No	No	No
Matthews International Corporation	02/16/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MAXIMUS, Inc.	03/14/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MaxLinear, Inc.	05/10/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
McGrath RentCorp	06/07/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MDU Resources Group, Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Medpace Holdings, Inc.	05/19/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MEI Pharma, Inc.	01/05/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns and compensation practices appear reasonable relative to the industry's best practice standards.	No	No	No
Mercantile Bank Corporation	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Mercer International Inc.	05/31/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Merchants Bancorp	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. * An NEO's pay was excessive due to outsized bonuses resulting from an uncapped bonus structure. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control.	Yes	No	No
Mercury General Corporation	05/10/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Merit Medical Systems, Inc.	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MGE Energy, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision.	Yes	Yes	No
MGIC Investment Corporation	04/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MGP Ingredients, Inc.	05/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Mid Penn Bancorp, Inc.	05/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Middlesex Water Company	05/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions and excessive severance basis.	Yes	Yes	No
Midland States Bancorp, Inc.	05/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MidWestOne Financial Group, Inc.	04/27/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Miller Industries, Inc.	05/26/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Minerals Technologies Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although long-term incentives are predominantly time-vesting, long-term cash awards utilize a multi-year performance period with forward-looking goals disclosed. Moreover, annual incentives are predominantly based on pre-set financial metrics, with annual bonuses and closing-cycle long-term cash awards each paid out below target, in line with performance.	No	No	No
Mirati Therapeutics, Inc.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were earned below target and are based on pre-set objective measures, and half of the equity awards are performance-conditioned.	No	No	No
MISTRAS Group, Inc.	05/22/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MKS Instruments, Inc.	05/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Moelis & Company	06/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Morphic Holding, Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although the company granted its CEO and other NEOs a significant amount of equity awards during the past year, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Movado Group, Inc.	06/22/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company paid excessive amounts of automobile and life insurance-related perquisites to the CEO and did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Mr. Cooper Group Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MRC Global Inc.	05/04/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. The incentive programs are primarily performance-based. CEO's cash incentives were earned above target with the performance metrics achieving above target, maximum, and below target performance. TSR payouts are also capped upon negative performance.	No	No	No
MSA SAFETY INCORPORATED	05/12/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MSC Industrial Direct Co., Inc.	01/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mueller Industries, Inc.	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Mueller Water Products, Inc.	02/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Murphy Oil Corporation	05/10/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the committee lowered some metric targets in the annual incentive program for successive years, a supplemental filing disclosed sufficient rationale. Moreover, annual incentives were entirely based on pre-set objective metrics , long-term incentives are predominantly performance based, and closing-cycle awards vested below target, in line with company performance.	No	No	No		
Murphy USA Inc.	05/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft.	Yes	Yes	No		
MVB Financial Corp.	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the identified pay-for-performance misalignment appears to be sufficiently mitigated.	No	No	No		
Myers Industries, Inc.	04/27/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
MYR Group Inc.	04/20/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Myriad Genetics, Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Nabors Industries Ltd.	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following the failed say-on-pay vote, the committee demonstrated only limited responsiveness to investor concerns. Further, the CEO's salary remains large, impacting his annual incentive opportunity. Concerns are also raised regarding long-term incentive awards, which primarily use a one-year performance period with several subjectively measured goals. The FY22 grant was again earned near maximum. The proxy also does not indicate if the new multi-year ROIC performance awards will replace a portion of the CEO's existing grant value or if this addition is expected to result in increased CEO pay levels. Additionally, the company maintains agreements that contain a modified single trigger change in control provision.	Yes	No	No		
NACCO Industries, Inc.	05/16/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay-for-performance misalignment has been mitigated.	No	No	No		
National Bank Holdings Corporation	05/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
National Bankshares, Inc.	05/09/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
National Fuel Gas Company	03/09/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
National HealthCare Corporation	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The lack of risk-mitigating features under the executive pay program; * The lack of disclosure on performance goals; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No		
National Instruments Corporation	05/09/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No		
National Presto Industries, Inc.	05/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this item are warranted due to the following reasons: * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No		
National Research Corporation	05/11/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
National Vision Holdings, Inc.	06/14/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
National Western Life Group, Inc.	06/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was driven higher due to an increase in equity compensation, which was relatively large, and with no rationale provided in the proxy as to why the magnitude of his stock awards increased so significantly. Furthermore, the large majority of equity awards lack performance-vesting criteria and the forward-looking performance goals underlying the PSU grants are not disclosed. Additionally, disclosure of the STI program is incomplete, and proxy disclosure indicates individual metrics do not have maximum goals, which has the potential to result in significant payouts for strong performance in one metric, even if performance against the remaining metrics is poor. Finally, equity awards allow for auto-accelerated vesting upon a change-in-control event, and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	No	No		
Natural Gas Services Group, Inc.	06/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee demonstrated insufficient responsiveness to last year's failed say-on-pay vote. While the committee disclosed outreach with shareholders following the most recent vote, disclosure of shareholder feedback was not provided, and the proxy states that the committee did not make additional changes to the CEO's incentive programs in 2022.	Yes	No	No		
Nature's Sunshine Products, Inc.	05/03/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
NBT Bancorp Inc.	05/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
NCR Corporation	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Nektar Therapeutics	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Relatively high CEO granted pay remains a concern particularly in light of long-term TSR performance that significantly lags peers. However, annual and long-term incentives are sufficiently tied to performance conditions and outcomes under those programs are aligned with the company's actual performance. In FY22, the termination of one of the company's major drug candidate programs is reflected in incentive program outcomes, as the company did not make adjustments to awards to mitigate the impact. Continued monitoring of the pay program is warranted to ensure that pay outcomes continue to be aligned with performance.	No	No	No		
Nelnet, Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
NETGEAR, Inc.	06/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
NetSol Technologies, Inc.	06/07/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No		
New Jersey Resources Corporation	01/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b			
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy			
New York Community Bancorp, Inc.	06/01/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While a concern is noted regarding the goal rigor for the two financial metrics, annual incentives were primarily measured against pre-set objective metrics, and the disclosure of the strategic/qualitative scorecard was robust. In addition, the committee reduced the overall result of the scorecard in consideration of the company's underperforming TSR. Further, a majority of long-term incentives were performance conditioned and measured over multi-year periods, and forward-looking performance targets were disclosed.	No	No	No			
NewMarket Corporation	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Newpark Resources, Inc.	05/18/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
NexTier Oilfield Solutions Inc.	06/13/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No			
NGM Biopharmaceuticals, Inc.	05/10/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company targets the CEO's base salary at the 60th percentile of its peer group; * The company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year; and * The company has not adopted several risk-mitigating features in its compensation program.	Yes	Yes	No			
Nicolet Bankshares, Inc.	05/15/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The compensation committee demonstrated sufficient responsiveness to a certain degree to shareholder concerns following last year's low say-on-pay support. In addition, although some concerns are noted, pay and performance are reasonably aligned at this time. As such, a vote FOR this proposal is warranted.	No	No	No			
NL Industries, Inc.	05/18/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the company reports the allocable amount of cash compensation from the parent to each NEO, the company does not disclose the breakdown of fixed versus variable pay nor does it report metrics or factors, if any, used to determine variable pay amounts. Without this information, shareholders cannot make a fully informed decision on this say-on-pay proposal.	Yes	No	No			
nLIGHT, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's failed say-on-pay vote, the company contacted a substantial portion of its shareholders and disclosed details of those engagement efforts, including shareholders' feedback and concerns. In response, the committee then made several meaningful changes to the compensation program to address shareholders' expressed concerns. In addition, while some concerns are noted regarding the annual incentive program, these appear to be largely mitigated by the incorporated changes for FY23. Further, half of long-term incentives are performance conditioned with multi-year performance periods, and pay outcomes under both incentive programs were below target, which generally aligned with the company's financial and TSR performance.	No	No	No			
NMI Holdings, Inc.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
NN, Inc.	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment has been mitigated. The incentive programs are strongly linked to performance as annual incentives were based primarily on pre-set objective measures and majority of equity awards are performance-based. Further, no bonuses were made and the prior cycle performance awards were forfeited when goals were not met.	No	No	No			
Noble Corporation plc	05/02/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as a review of the company's executive pay program does not raise significant concerns at this time.	No	No	No			
Noble Corporation plc	05/02/2023	Management	Yes	12	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. review of executive compensation practices (under item 11). Accordingly, a vote FOR is warranted.	No	No	No			
Noodles & Company	05/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No			
Nordstrom, Inc.	06/06/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Northfield Bancorp, Inc.	05/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Northrim BanCorp, Inc.	05/25/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Northwest Natural Holding Company	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concern is raised regarding the use of an annual measurement period for a portion of granted equity. However, annual incentives remain largely based on objective pre-set performance metrics and equity grants were entirely performance based, with closing cycle payouts aligned with long-term performance.	No	No	No			
Northwest Pipe Company	06/22/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
NorthWestern Corporation	04/28/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Norwood Financial Corp.	04/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * The plan exhibits a lack of risk mitigators and long term performance metrics in the last FY.	Yes	No	No			
NOV Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
NOW Inc.	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Nu Skin Enterprises, Inc.	06/07/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Nurix Therapeutics, Inc.	05/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Total CEO compensation increased substantially over the prior year due to the grant of significant time-vesting equity awards. In addition, there is limited disclosure with respect to the corporate goals utilized in determining the annual incentive payout.	Yes	No	No			
NuVasive, Inc.	06/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as the company recently adopted an excise tax gross-up plan to provide for problematic excise tax gross-up entitlements.	Yes	No	No			
NV5 Global, Inc.	06/13/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
nVent Electric Plc	05/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Oceanenergy International, Inc.	05/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No			

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation						B.1.b								
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
OceanFirst Financial Corp.	05/23/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentive payouts were based primarily on the achievement of financial metrics and half of the equity awards under the long-term incentive program is performance-conditioned. In addition, the company shifted to granting performance-based awards with a multi-year measurement period.	No	No	No	
Ocwen Financial Corporation	05/23/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
OFG Bancorp	04/26/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
O-I Glass, Inc.	05/09/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate amount of personal aircraft use perquisite and excessive tax gross-up related to life insurance provided to the CEO.	Yes	Yes	No	
Oil States International, Inc.	05/09/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-for-performance concerns are mitigated at this time. Annual incentives were based on pre-set financial measures and half of long-term incentives are subject to the achievement of objective performance goals. In addition, long-term performance-based cash payouts are capped at target when the company's TSR is negative. Moreover, prior cycle performance awards were forfeited when goals were not met.	No	No	No	
Old National Bancorp	05/10/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The increase in CEO pay is driven by pay decisions made in connection with the merger of equals between the legacy company and First Midwest Bancorp, including increases to STI and LTI opportunities, and a one-time integration award of PSUs. Although the performance-condition for the one-time award overlaps with an STI metric and goal, the weighting of the STI metric is relatively small and the committee's rationale for utilizing the metric in both vehicles is reasonable. Additionally, the CEO's award is 100 percent performance-based, and all merger-related one-time awards were granted in exchange for the executive agreeing to waive good reason rights that would qualify them for severance. There is some concern surrounding STI and LTI goal rigor, which warrants continued close monitoring. However, the STI program is entirely based on quantified, pre-set goals, and the majority of LTI awards are earned based on clearly disclosed multi-year goals. Continued close monitoring of pay program goal rigor, outcomes and pay levels is warranted.	No	No	No	
Old Republic International Corporation	05/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Old Second Bancorp, Inc.	05/23/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Olin Corporation	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Olympic Steel, Inc.	05/05/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Omnicell, Inc.	05/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
ONE Gas, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
OneMain Holdings, Inc.	06/13/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
OneSpan Inc.	06/08/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Onto Innovation Inc.	05/09/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Ooma, Inc.	06/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Open Lending Corporation	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Total CEO compensation was mostly comprised of a significant time-vesting equity award which was made in connection with his commencement of his employment. Such award is not expected to recur. Moreover, annual incentives were primarily based on pre-set objective measures and no bonuses were paid when the performance goals were not met.	No	No	No	
Optical Cable Corporation	03/28/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company's change-in-control agreements with certain executives contain a modified single-trigger provision; * The company's change-in-control agreements with certain executives contain excise tax gross-up provisions in existing agreements; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No	
OptimizeRx Corporation	06/07/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently amended an NEO agreement that provides for problematic single-trigger cash severance and excise tax gross-up provisions. In addition, the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No	
Option Care Health, Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
OraSure Technologies, Inc.	05/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the pay-for-performance misalignment is mitigated at this time given that the new CEO received equity awards in connection with her hiring, which awards are not expected to recur. In addition, annual incentives were based on the achievement of pre-set financial metrics and half of equity awards is performance-based. However, a significant portion of a NEO's equity awards vested upon the NEO's resignation, which does not appear to be a qualifying termination. This is considered a problematic pay practice.	Yes	No	No	
Organon & Co.	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive tax gross ups related to relocation benefits.	Yes	Yes	No	
Origin Bancorp, Inc.	05/10/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Total CEO compensation sharply increased over the prior year due to the grant of significant equity awards. While concerns are raised with respect to the size of the awards, half of the awards were performance-conditioned and appear to be subject to rigorous performance goals. Moreover, this is the first time the company has introduced performance awards to the NEOs' equity pay mix. In addition, annual incentives were predominantly based on pre-set objective measures.	No	No	No	
Orion Engineered Carbons S.A.	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Orion Group Holdings Inc.	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Ormat Technologies, Inc.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation												B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
Orrstown Financial Services, Inc.	05/02/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the company has legacy arrangements with the CEO that provide for excise tax gross-up payments and automatic accelerated vesting of equity awards upon a change-in-control.	Yes	Yes	No	
Orthofix Medical Inc.	06/19/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
OrthoPediatrics Corp.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this proposal are warranted due to the company's problematic pay practices, including the automatic accelerated vesting of equity upon a change in control, long-term awards that lack any performance-contingent pay elements, and the company's failure to adopt several risk-mitigating policies.	Yes	Yes	No	
Oshkosh Corporation	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Otter Tail Corporation	04/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay for performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Outset Medical, Inc.	05/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Pay-for-performance concerns are sufficiently mitigated by the fact that bonuses are predominantly based on pre-set metrics and a significant portion of LTI awards is subject to rigorous stock price goals.	No	No	No	
Overseas Shipholding Group, Inc.	06/15/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Owens & Minor, Inc.	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns are identified at this time.	No	No	No	
P.A.M. Transportation Services, Inc.	04/27/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Pacific Biosciences of California, Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, for a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Pacific Premier Bancorp, Inc.	05/22/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Pacira BioSciences, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Pactiv Evergreen Inc.	06/07/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
PacWest Bancorp	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following last year's failed say-on-pay vote, the company contacted a majority of its shareholders, broadly disclosed engagement efforts, and made meaningful changes to the compensation program, including making specific firm commitments regarding one-time equity awards. Nevertheless, a vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No	
Palomar Holdings, Inc.	05/25/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal.	No	No	No	
Par Pacific Holdings, Inc.	05/02/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Park National Corporation	04/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Parke Bancorp, Inc.	04/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Park-Ohio Holdings Corp.	05/17/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the pay-for-performance misalignment is not mitigated at this time. While the CEO's pay significantly decreased during a period of poor company performance and the CEO's bonus is performance-based, ongoing concerns remain with the pay program. Equity awards are entirely time-vesting, the CEO's maximum bonus opportunity is excessive, and other NEO bonuses are largely discretionary.	Yes	No	No	
Parsons Corporation	04/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Pathward Financial, Inc.	02/28/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with some caution. Reported CEO pay includes two years of equity grants, given a transition in incentive award structure and, as a result, investors should expect CEO pay to normalize going forward. There is some concern regarding the use of annually set goals in the long-term incentive program. However, results are averaged at the end of three years. Additionally, annual incentives are predominantly based on pre-set objective goals with improved disclosure of individual performance factors for non-quantitative metrics, although enhanced disclosure would benefit shareholders.	No	No	No	
Patterson-UTI Energy, Inc.	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
PBF Energy Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. Annual incentives were primarily determined by pre-set objective metrics and the disclosure around actual results improved compared to the previous year. While NEOs were granted discretionary bonuses for FY22, this concern is mitigated for the year in review as the portion of annual incentives tied to committee discretion was reduced from 20 percent to 2.5 percent. Regarding long-term incentives, a majority of awards are performance conditioned and measured over multi-year periods. Although TSR targets merely median performance, payouts are capped in the event absolute TSR is negative. However, continued monitoring is warranted as the CEO's base salary remains relatively high and his target long-term incentive was increased during FY22.	No	No	No	
PCTEL, Inc.	06/22/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
PDC Energy, Inc.	05/24/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
PDF Solutions, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Peabody Energy Corporation	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided tax gross-ups for relocation costs and expatriate assignments for the CEO and president of US operations.	Yes	Yes	No	
Peapack-Gladstone Financial Corporation	05/02/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Pediatrix Medical Group, Inc.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The board has demonstrated sufficient responsiveness to shareholder concerns contributing to low support for the 2022 say-on-pay proposal and implemented positive changes to the pay program to address their feedback. In addition, pay-for-performance concerns are mitigated. Annual incentives were primarily based on objective measures, and the company improved its disclosure on the achievements related to non-financial metrics, in response to shareholder feedback. Half of the equity awards were performance conditioned and were forfeited upon failure to achieve the 2022 performance goal. Additionally, in response to shareholder feedback, the committee introduced a multi-year performance period for the performance equity awards granted in 2023.	No	No	No	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b			
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy			
Penns Woods Bancorp, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's base salary remains excessive, and the equity awards lack objective performance criteria. Finally, certain underwater options held by NEOs were repurchased and settled in cash, which constitutes a problematic pay practice.	Yes	No	No			
PennyMac Financial Services, Inc.	06/13/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The STI is predominantly based on a quantified, pre-set metric and half of LTI awards are based on clearly-disclosed, multi-year goals. However, the financial STI metric target was set below the prior year's results without a corresponding pay reduction and disclosure regarding the individual strategic component is severely limited. These STI concerns are heightened given large STI opportunities and what appears to be a maximum payout under the strategic component. Accordingly, the quantitative pay-for-performance misalignment is not mitigated. Additionally, an NEO received material severance payments and benefits in connection with a separation that is not clearly disclosed as involuntary, which is considered problematic. In light of the unmitigated pay-for-performance misalignment and problematic severance payments and benefits, a vote AGAINST this proposal is warranted.	Yes	No	No			
Penske Automotive Group, Inc.	05/11/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Peoples Bancorp Inc.	04/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Peoples Financial Services Corp.	05/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Perdoceo Education Corporation	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Perficient, Inc.	06/07/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following: * The company provided sizable miscellaneous perquisite to the CEO; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company uses above-median benchmarking for named executives' total pay; and * Equity awards to the CEO in the most recent fiscal year lack performance-vesting conditions.	Yes	Yes	No			
Performant Financial Corporation	06/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Perma-Pipe International Holdings, Inc.	06/22/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Permian Resources Corp.	05/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. Although pay is elevated for the year in review, the grant to the co-CEOs is entirely in performance-conditioned equity and intended to cover three years of equity. Concerns regarding target setting warrant continued monitoring, though the strong performance-based nature of the program mitigates concerns for the year in review.	No	No	No			
Perrigo Company plc	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of the regular-cycle equity awards were performance-conditioned, and annual incentives were based primarily on objective financial metrics with target goals that appear to be rigorous. In addition, the CEO's realizable pay shows directional alignment with the company's long-term stock price performance, and the company improved disclosure of performance targets and results under the long-term incentive program. While some concerns are raised surround the use of an overlapping metric, which is measured over a one-year performance period, earned PSUs are based on the average of the vesting for each year in the three-year performance period, mitigating some of the concerns surrounding this structure.	No	No	No			
PetiQ, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
PGT Innovations, Inc.	06/20/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Photonics, Inc.	03/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Phreesia, Inc.	06/28/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No			
PHX Minerals Inc.	03/06/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns are raised given that performance shares may vest at target for only median performance, the pay-for-performance misalignment is mitigated at this time given that cash incentives and equity awards were primarily performance-based.	No	No	No			
Pilgrim's Pride Corporation	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Pinnacle Financial Partners, Inc.	04/18/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provision. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No			
Piper Sandler Companies	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Pitney Bowes Inc.	05/09/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No			
Pitney Bowes Inc.	05/09/2023	Management	Yes	35	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	A vote FOR this proposal is warranted, as pay and performance were reasonably aligned for the year in review. Annual and long-term incentives were predominantly performance-based, and below-target payouts were aligned with performance.	Yes	No	No			
PJT Partners Inc.	05/24/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	* A pay-for-performance misalignment is underscored by the CEO's sizable front-loaded equity grant. Additionally, the NEOs' annual incentives were entirely discretionary. * The company's potential voting power dilution for all incentive plans, three-year average equity burn rate, and grant rate to the named executives during the last fiscal year are excessive. * Support for charter amendment to permit the exculpation of officers (Item 4) is not considered warranted, as such an expansion in exemption from liability would adversely impact officer's accountability in the event of a breach in fiduciary care, which may adversely impact shareholders' interests. * The company has retained the same audit firm in excess of seven years and the firm's non-audit fees exceed 25 percent of total fees.	Yes	No	No			
Planet Fitness, Inc.	05/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.	No	No	No			
Playa Hotels & Resorts N.V.	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No			

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Playtika Holding Corp.	06/08/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO total pay remains outsized compared to peers and is not substantiated by superior performance. Although the annual incentive program is based on a pre-set financial metric, the CEO's annual target cash opportunity is relatively high, and the NEOs continued to receive significant payouts under the retention bonus plan, a portion of which appears guaranteed. Additionally, while the long-term incentives were entirely based on performance, the PSUs utilize annual performance periods and goals for all four performance periods were lowered, with no compelling rationale provided. Additionally, the decision to offer a non-shareholder approved exchange program that allows NEOs to exchange underwater stock options for RSUs is considered problematic. Lastly, concerns are also raised with respect to the excise tax gross-up payment and single-trigger equity vesting acceleration in the event of a change in control, the excessive security-related perquisite provided to the CEO, and the tax gross-ups on certain executives' perquisites.		No	No		
Plexus Corp.	02/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
PNM Resources, Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of financial planning and life insurance perquisites to the CEO. In addition, there exists excessive differentials between CEO pay and the pay of other named executive officers at the firm.	Yes	Yes	No		
Polaris Inc.	04/27/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Popular, Inc.	05/11/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns have been identified.	No	No	No		
Post Holdings, Inc.	01/26/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No		
Potbelly Corporation	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Powell Industries, Inc.	02/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Power Integrations, Inc.	05/19/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
PRA Group, Inc.	06/13/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Preferred Bank	05/16/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Preformed Line Products Company	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Votes AGAINST this item are warranted due to the following reasons: * The company provided excessive financial planning and life insurance perquisites to the CEO; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No		
Premier Financial Corp.	04/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonable aligned at this time.	No	No	No		
PriceSmart, Inc.	02/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The CEO will receive sizable severance and accelerated vesting of certain outstanding equity awards upon a resignation which is not clearly involuntary.	Yes	No	No		
Primerica, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Primis Financial Corp.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance misalignment is mitigated at this time. Annual incentives were based on objective measures and the compensation committee exercised its discretion to reduce payouts to NEOs. In addition, equity awards are purely performance-based.	No	No	No		
Primoris Services Corporation	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
ProAssurance Corporation	05/24/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
PROG Holdings, Inc.	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Progress Software Corporation	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
ProPetro Holding Corp.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company accelerated the equity awards held by two NEOs upon their voluntary resignation.	Yes	No	No		
Prosperity Bancshares, Inc.	04/18/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.	Yes	Yes	No		
Protagonist Therapeutics, Inc.	05/25/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Prothena Corporation plc	05/16/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Proto Labs, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
Provident Financial Services, Inc.	04/27/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
PubMatic, Inc.	05/31/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Puma Biotechnology, Inc.	06/13/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions. Additionally, a significant portion of NEOs' cash incentives, except the CEO, is based on individual performance pay and equity awards are entirely time-based. However, the CEO's pay significantly decreased compared to fiscal 2021, resulting in pay that is significantly below the peer median, and the CEO's cash incentives are entirely performance-based	Yes	Yes	No		
Pure Cycle Corporation	01/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
PVH Corp.	06/22/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some goal rigor concern is noted, annual incentives were entirely measured against a pre-set financial metric and no discretionary modifications were applied. In addition, half of the CEO's target equity mix was composed of performance-conditioned equity, and the performance-based portion of the remaining NEOs' awards will be increased in FY23. Further, forward-looking target goals are disclosed, TSR targets above-median performance, and PSUs are measured over a multi-year period.	No	No	No		
QCR Holdings, Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation												B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
Quad/Graphics, Inc.	05/22/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain excise tax gross-up provisions. * The company provided an inordinate amount for the CEO's corporate aircraft perquisite. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * Equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No	
Quanex Building Products Corporation	02/28/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Quanterix Corporation	06/07/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Radian Group Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Radiant Logistics, Inc.	05/23/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No	
RadNet, Inc.	06/07/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Ramaco Resources, Inc.	06/27/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Rambus Inc.	04/27/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Range Resources Corporation	05/10/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Ranpak Holdings Corp.	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. The pay-for-performance misalignment is mitigated at this time. While concerns are raised that performance-based awards are earned based on annual performance periods utilizing the same metric as cash incentives, these concerns are mitigated at this time. Short- and long-term incentives are entirely performance-based and were not earned when goals were not met. The CEO's entire pay consisted of performance awards, which he forfeited.	Yes	No	No	
Rayonier Advanced Materials Inc.	05/17/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received gross-ups related to relocation benefits.	Yes	Yes	No	
RBB Bancorp	06/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company recently entered into agreements that contain a single trigger change in control provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The performance metrics for the company's long-term incentive plans are not disclosed.	Yes	No	No	
RE/MAX Holdings, Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Recursion Pharmaceuticals, Inc.	06/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Red Rock Resorts, Inc.	06/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. An NEO received a sizable equity grant that is not tied to any performance conditions. In addition, the total amount of perquisite compensation reported for the CEO is excessive, notably the CEO's home/personal security benefits, life insurance and executive medical perquisites.	Yes	No	No	
REGENXBIO Inc.	06/02/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Regional Management Corp.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Relay Therapeutics, Inc.	05/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Renasant Corporation	04/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Repare Therapeutics Inc.	06/08/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A review of the company's executive pay program does not raise significant concerns at this time. Therefore, a vote FOR this proposal is warranted.	No	No	No	
Republic Bancorp, Inc.	04/20/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Resideo Technologies, Inc.	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
REV Group, Inc.	02/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Revolution Medicines, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
REX American Resources Corporation	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Reynolds Consumer Products Inc.	04/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
RGC Resources, Inc.	01/23/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
RH	06/29/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Rhythm Pharmaceuticals, Inc.	06/21/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Rimini Street, Inc.	06/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
RLI Corp.	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Rocket Pharmaceuticals, Inc.	06/22/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Rocky Brands, Inc.	06/07/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Rogers Corporation	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Rush Enterprises, Inc.	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No	
Rush Enterprises, Inc.	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No	
Ruth's Hospitality Group, Inc.	05/23/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
RXO, Inc.	05/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy			
Ryder System, Inc.	05/05/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
S&T Bancorp, Inc.	05/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Safeguard Scientifics, Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Safety Insurance Group, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Saga Communications, Inc.	05/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Support for this proposal is not warranted given that the company entered into a new employment agreement with new CEO Christopher Forgy, without removing the single-trigger and excise tax gross-up provisions in his prior change in control agreement.	Yes	No	No			
Sage Therapeutics, Inc.	06/15/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated adequate responsiveness to last year's low support for the say-on-pay proposal. Nevertheless, there are ongoing concerns that underscore the quantitative pay-for-performance misalignment. While it is noted that CEO total pay declined, and certain positive changes will be made in FY23, significant concerns remain surrounding disclosures and the structure of its incentive programs. Specifically, in the LTI, while it is noted that the company increased the proportion of PSUs, the company provides limited disclosure surrounding quantifiable targets for certain milestones to be achieved. Further, the proxy does not disclose a timeframe under which the milestones must be achieved. In addition, concerns remain in STI, as the award is based on goals that are generally described in qualitative or vague terms, which inhibits shareholders' ability to fully assess the rigor of the program and the pay-for-performance linkage.	Yes	No	No			
Saia, Inc.	04/27/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Sally Beauty Holdings, Inc.	01/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive gross-ups related to relocation benefits.	Yes	Yes	No			
SandRidge Energy, Inc.	06/14/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Sandy Spring Bancorp, Inc.	05/24/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Sangamo Therapeutics, Inc.	06/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
Sanmina Corporation	03/13/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
SB Financial Group, Inc.	04/19/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No			
ScanSource, Inc.	01/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Schneider National, Inc.	04/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Schnitzer Steel Industries, Inc.	01/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Total CEO pay declined amid poor TSR performance, annual incentives are largely based on rigorous pre-set financial goals, and half of equity awards were performance-based with a multi-year measurement period. Nonetheless, annual incentive award opportunities remain relatively high and shareholders would benefit from improved disclosure of performance share goals. These issues warrant continued monitoring.	No	No	No			
Schrodinger, Inc.	06/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While certain concerns remain surrounding the CEO's LTI which consisted entirely of stock options, mitigating factors are present for the year in review. Specifically, CEO pay declined significantly for the year in review, following the company's IPO in 2020. Further, the company introduced performance-based equity to the LTI in FY23, which represents a significant improvement, particularly given it will make up approximately half the CEO's LTI. In addition, the company improved its disclosure of category weightings and achievement in FY22 STI, and below target payouts appear to be in-line with company performance. However, continued close monitoring of the pay program is warranted. Investors should expect more fulsome STI disclosure in future years and may expect enhanced disclosures surrounding goal setting for PSUs in FY23.	No	No	No			
Science Applications International Corporation	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No			
Seaboard Corporation	04/24/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions.	Yes	Yes	No			
Seacoast Banking Corporation of Florida	05/22/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
SEACOR Marine Holdings Inc.	06/06/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
SeaWorld Entertainment, Inc.	06/13/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Select Medical Holdings Corporation	04/27/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain modified single trigger change-in-control provision. In addition, the company did not condition vesting of long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No			
Selective Insurance Group, Inc.	05/03/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Semtech Corporation	06/08/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No			
Sensient Technologies Corporation	04/27/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No			
SentinelOne, Inc.	06/29/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although certain positive changes to next year's pay program were disclosed, the pay-for performance misalignment was not sufficiently mitigated. Annual incentives were entirely discretionary, while long-term incentives were granted exclusively in time-vesting equity. Significant concern is raised by the magnitude of pay for NEO Srivastan, who received greater total compensation than the CEO due to a significant new hire equity award granted entirely in time-vesting RSUs. The CEO also received an entirely time-vesting long-term incentive award of relatively high magnitude. Lastly, concerns are raised regarding the company's provision of an inordinate amount of home security perquisites to the CEO, as well as the company's lack of risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	No	No			

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Shake Shack Inc.	06/29/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Shoals Technologies Group, Inc.	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Shoe Carnival, Inc.	06/20/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Shore Bancshares, Inc.	05/23/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Shutterstock, Inc.	06/08/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment for the year under review is mitigated given that the CEO's sizable new hire equity grant is half performance-based and annual and long-term incentives are otherwise also sufficiently tied to rigorous performance goals. However, a problematic pay practice has been identified relating to NEO severance arrangements. An NEO received severance payments upon his resignation from the company, and although his cash severance was modest, accelerated vesting of his equity awards is a problematic enhancement given that the disclosure does not clearly indicate that the separation was involuntary.	Yes	No	No
SI-BONE, Inc.	06/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus program was based on pre-set objective metrics, and the long-term incentive is predominately performance conditioned with clearly disclosed goals. This represents a significant improvement, as the FY21 LTI was entirely time-based. While there are some concerns with certain STI financial goals that were set quarterly, the aggregate financial target goals appear rigorous, and payouts were in-line with company performance. As the company matures, shareholders should continue to monitor the rigor of the LTI, as the company targets merely the median for the relative TSR metric.	No	No	No
Sierra Bancorp	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted for the following reasons: * The company targets NEO's total compensation between the 50th and 75th percentile. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Silgan Holdings, Inc.	05/30/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Silvercrest Asset Management Group Inc.	06/06/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Support for this proposal is not warranted due to the following: * The company does not disclose any pre-set metrics and goals for the CEO's and other NEOs' bonus and equity awards * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Simmons First National Corporation	04/18/2023	Management	Yes	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were earned below target and are based on pre-set objective measures, and half of the equity awards are performance-conditioned.	No	No	No
Simpson Manufacturing Co., Inc.	04/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Simulations Plus, Inc.	02/09/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SiriusPoint Ltd.	06/01/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under review, however certain mitigating factors have been identified. Sign-on awards to the new executives, including the new CEO, are reasonable in magnitude and include stock options that are either premium-priced or vest only upon reaching stock price appreciation goals. The reintroduction of performance-based equity awards in FY23 mitigates concern regarding the lack of such awards in FY22. Finally, the annual incentive program is substantially tied to financial objectives with clearly disclosed goals. However, a problematic pay practice has been identified with respect to the severance paid to former CEO Sankaran. The terms of Sankaran's severance raise significant concern given that the severance was paid at the level of an involuntary termination when his termination is not clearly disclosed as such.	Yes	No	No
Sitio Royalties Corp.	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution.	No	No	No
SJW Group	04/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Skechers U.S.A., Inc.	06/12/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO receives an outsized salary, and three executives including the CEO received significant perks and associated tax gross ups. Although annual incentives are based on a financial metric, all executives are eligible to receive potentially significant awards, a concern underscored by the CEO's FY22 award of an amount more than four times the median. Moreover, although long-term incentives are half performance-based, half of PRSUs are earned based on annual performance periods, and relative TSR PSUs target merely median performance with no disclosed payout cap for negative absolute TSR.	Yes	No	No
SkyWest, Inc.	05/02/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sleep Number Corporation	05/11/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Pay-for-performance concerns are somewhat mitigated at this time with the CEO's equity awards being predominantly performance-conditioned, as well as no bonuses being paid when goals were unmet. However, continued monitoring is warranted as the company granted significantly more shares in a period of stock price underperformance and the forward-looking goals for the PSUs are not disclosed.	No	No	No
SLM Corporation	06/20/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SM Energy Company	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
SmartFinancial, Inc.	05/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Solaris Oilfield Infrastructure, Inc.	05/16/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SolarWinds Corporation	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. The STI program was entirely based on pre-set financial metrics, and no payout was earned when goals were unmet. Further, half of the LTI program utilized performance criteria. However, there are concerns regarding the lack of goal disclosure in both the STI and LTI programs as well as the relatively short-term focus of the LTI program, which warrants continued monitoring.	No	No	No
Sonic Automotive, Inc.	05/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains legacy agreements that contain excise tax gross-up change-in-control provisions. * Equity awards allow for auto-accelerated vesting upon a change-in-control event. * The company provides an excessive amount for the CEO's automobile-related perquisites.	Yes	Yes	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
Sonoco Products Company	04/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Sonos, Inc.	03/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Sotera Health Company	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were primarily determined by a pre-set financial metric, significant concerns are noted as equity awards were entirely time-vesting, including the relatively large one-time retention awards. Shareholders generally expect one-time awards to be contingent on rigorous performance-vesting conditions, particularly when considering the total value of the CEO's equity awards.	Yes	No	No	
SoundThinking, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a pay-for-performance misalignment. While the STI program is based on corporate objectives, such objectives and the related performance goals were not disclosed. In addition, the CEO's equity awards significantly increased year-over-year and lack performance criteria.	Yes	No	No	
Southern First Bancshares, Inc.	05/16/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into a new agreement with a NEO, which agreement provides for a severance payment if he terminates his employment for "good reason" after a change in control. The company provides a problematic definition of "good reason" in its proxy statement. Further, other notable concerns include the provision of large miscellaneous perquisites to the CEO, the absence of several risk-mitigating policies, and the lack of any pre-set metrics and goals for long-term awards.	Yes	No	No	
Southside Bancshares, Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Southwest Gas Holdings, Inc.	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time	No	No	No	
SP Plus Corporation	05/10/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
SpartanNash Company	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Spire Inc.	01/26/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Spirit Airlines, Inc.	05/10/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
Sportsman's Warehouse Holdings, Inc.	06/07/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
SPS Commerce, Inc.	05/12/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
SPX Technologies, Inc.	05/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
STAAR Surgical Company	06/15/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Standard Motor Products, Inc.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Stegan Company	04/25/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Stereotaxis, Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised given that a NEO received a discretionary bonus and purely time-vesting equity grant. However, these are somewhat mitigated at this time given that the size of the bonus is modest and total CEO compensation substantially decreased over the prior year.	No	No	No	
Stericycle, Inc.	05/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Sterling Bancorp, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's pay primarily consists of excessive base salary, which is the primary driver of his elevated pay. In addition, other NEOs received discretionary bonuses and purely time-vesting equity awards.	Yes	No	No	
Sterling Infrastructure, Inc.	05/03/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Stewart Information Services Corporation	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Stifel Financial Corp.	06/07/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Stock Yards Bancorp, Inc.	04/27/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Stoneridge, Inc.	05/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
StoneX Group Inc.	03/01/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Strategic Education, Inc.	04/26/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Stratus Properties Inc.	05/11/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The company paid outsized discretionary bonuses and granted sizable equity awards, and the structure of the Profit Plan is problematic as there does not appear to be a cap on payouts and it allows for alternative payout opportunities.	Yes	No	No	
Summit Materials, Inc.	05/25/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
SunCoke Energy, Inc.	05/11/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
Sunnova Energy International Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is not warranted as the company provided tax gross-up for the NEO's living expenses. In addition, concerns are also noted regarding the single-trigger equity vesting acceleration and the magnitude of CEO Berger's pay, as he received a relatively significant long-term incentive award and a notable increase in his base salary without any apparent rationale amid an ongoing period of company underperformance.	Yes	Yes	No	
Super Micro Computer, Inc.	05/19/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Supernus Pharmaceuticals, Inc.	06/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Surgalign Holdings, Inc.	06/01/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No	
Surgery Partners, Inc.	06/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Surmodics, Inc.	02/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b			
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale		Vote Against Management	Vote Against ISS	Vote Against Policy		
Sutro Biopharma, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Sylvamo Corporation	05/15/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Synchronoss Technologies, Inc.	06/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Syndax Pharmaceuticals, Inc.	05/17/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time		No	No	No		
Synlogic, Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Synovus Financial Corp.	04/26/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.		No	No	No		
Tactile Systems Technology, Inc.	05/08/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.		No	No	No		
Talos Energy Inc.	05/09/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal and the pay-for-performance misalignment is mitigated at this time. While concerns are raised with respect to the significant retention RSUs, short- and long-term incentives are primarily performance-based and the company does not intend to repeat the exchange of PSUs for RSUs in the future. CEO pay is expected to decrease going forward.		No	No	No		
Tandem Diabetes Care, Inc.	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Taylor Morrison Home Corporation	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
TechnipFMC plc	04/28/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote, the company contacted a broad portion of its shareholders, disclosed details of engagement efforts, and made several positive changes to the compensation program to address concerns. In addition, half of the annual incentives were determined by pre-set financial metrics, with clear disclosure of performance goals and achieved results. Although some concerns are noted regarding committee discretion, the disclosure around the ESG Scorecard was improved from the previous year and included the committee's rationale in recommending payouts. Moreover, a majority of long-term incentives were performance conditioned and measured over a multi-year period. While TSR targets merely median performance, this was increased from the previous year in response to shareholder feedback. Further, payouts are capped at target in the event absolute TSR is negative.		No	No	No		
TechnipFMC plc	04/28/2023	Management	Yes	11	Approve Directors' Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. review of executive compensation practices (under Item 2). Accordingly, a vote FOR this proposal is warranted.		No	No	No		
TechTarget, Inc.	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an excessive amount of financial planning perquisites to the CEO; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.		Yes	Yes	No		
Tejon Ranch Co.	05/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Teladoc Health, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Telephone and Data Systems, Inc.	05/18/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.		No	No	No		
Telos Corporation	05/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Concerns are raised with respect to the long-term incentive program. Total NEO compensation was mostly comprised of equity awards which lack objective performance criteria. Moreover, the CEO received a substantially larger number of shares as equity awards after a period of negative TSR underperformance, which risks for inflated value creation exists in the event the company's stock price rebounds.		Yes	No	No		
Tempur Sealy International, Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite and related tax gross-ups to the CEO.		Yes	Yes	No		
Tenet Healthcare Corporation	05/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.		No	No	No		
Teradata Corporation	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
Terex Corporation	05/18/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no concerns were identified at this time.		No	No	No		
Territorial Bancorp Inc.	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as the identified pay-for-performance misalignment has been sufficiently mitigated.		No	No	No		
Tetra Tech, Inc.	02/28/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
TETRA Technologies, Inc.	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.		No	No	No		
Texas Capital Bancshares, Inc.	04/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The committee demonstrated sufficient responsiveness to low vote support for the 2022 say-on-pay proposal. However, a vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The committee returned to a multi-year measurement period in the LTI, although forward-looking goals are not disclosed. The FY22 STI program was predominantly based on strategic goals and the remainder on 14 financial metrics for which no individual weightings, pre-set targets, or results alongside the metrics were disclosed. While the company increased the proportion of quantitative metrics for the 2023 annual incentives, the proxy does not disclose whether such metrics will be based on pre-set, disclosed threshold, target and maximum goals. These STI concerns are exacerbated given a maximum payout on a relatively high target opportunity for the CEO.		Yes	No	No		
Texas Roadhouse, Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
The Aaron's Company, Inc.	05/03/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		
The Andersons, Inc.	05/05/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.		No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation												B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
The Boston Beer Company, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are raised by the somewhat limited disclosure in the annual and long-term incentive programs, as well as the decision to adjust performance goals for mid-flight bonus awards with limited rationale. However, these concerns are mitigated as CEO Burwick remained subject to the unadjusted annual incentive objectives, earning no award payout in line with company performance. Moreover, annual and long-term incentives were sufficiently performance-based.	No	No	No	
The Brink's Company	05/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the CEO transition, the new CEO's pay level was set much lower than his predecessor's compensation. While there are certain ongoing concerns regarding transparency in the incentive programs, including how individual performance impacts STI payouts and a lack of target disclosure for long-term incentive awards, there are also positive features identified for FY22. The STI payout to the new CEO was aligned with the financial performance targets and the committee increased the proportion of equity granted as performance shares. Lastly, LTI awards returned to a three-year performance period.	No	No	No	
The Buckle, Inc.	06/05/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
The Cato Corporation	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support and the pay-for-performance misalignment is not sufficiently mitigated at this time. While short-term incentives are performance-based and were not earned when goals were not met, the CEO's salary is relatively high and equity awards are entirely time-vesting.	Yes	No	No	
The Chefs' Warehouse, Inc.	05/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.	Yes	Yes	No	
The Chemours Company	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The Children's Place, Inc.	05/10/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive amount for the CEO's automobile perquisites.	Yes	Yes	No	
The First Bancorp, Inc.	04/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
The First Bancshares, Inc.	05/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that the company maintains an employment agreement with the CEO that provides for problematic single-trigger cash payment.	Yes	Yes	No	
The First of Long Island Corporation	04/18/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The Gap, Inc.	05/09/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set financial metrics and target goals were set above the previous year's actual results. In addition, a majority of the annual-cycle equity awards are performance conditioned and measured over a multi-year period. While the interim CEO's long-term incentives were entirely time-vesting, this concern is somewhat mitigated given the short-term nature of his position and because a portion of his awards were granted in connection with his role as executive chairman. Further, NEOs did not receive payouts under the annual incentive program and closing-cycle PSUs were not earned, which is generally aligned with recent financial and TSR performance.	No	No	No	
The Goodyear Tire & Rubber Company	04/10/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted. While the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal, the pay-for-performance misalignment is only somewhat mitigated. Short- and long-term incentives are primarily performance-based, although some concerns are raised given that performance awards will continue to utilize one-year performance periods and equity award vesting is relatively short for retirement-eligible officers.	No	No	No	
The Gorman-Rupp Company	04/27/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
The Greenbrier Companies, Inc.	01/06/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
The Hackett Group, Inc.	05/04/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
The Hanover Insurance Group, Inc.	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The Howard Hughes Corporation	05/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The Joint Corp.	05/25/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
The Manitowoc Company, Inc.	05/02/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The ODP Corporation	04/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The ONE Group Hospitality, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's performance-based equity awards are subject to a retesting feature given that awards allocated to 12-month calculation periods when goals were not met may be earned in full at a later time. In addition, other NEOs received purely time-based equity awards, with certain awards vesting in full one year after grant. In addition, concerns are raised with respect to the company's use of above-median benchmarking which targets the CEO's total compensation at the 75th percentile of its peers, a lack of risk mitigators, the inclusion of single-trigger equity vesting acceleration and problematic modified single-trigger severance in existing change in control agreement.	Yes	No	No	
The Pennant Group, Inc.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
The RMR Group Inc.	03/29/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company does not disclose any pre-set metrics and goals for the executive's bonus and equity awards; * The company's change-in-control agreements with certain executives contain single-trigger equity vesting acceleration; and * The company lacks several risk-mitigating provisions, including a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No	
The St. Joe Company	05/16/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
The Timken Company	05/05/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The Wendy's Company	05/16/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The York Water Company	05/01/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Tidewater Inc.	06/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation												B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
Tile Shop Holdings, Inc.	06/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Tilly's, Inc.	06/14/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Timberland Bancorp, Inc.	01/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
TimkenSteel Corporation	05/02/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	
Tiptree Inc.	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made a significant severance payment to the former CFO. The proxy discloses that the NEO ceased to serve as CFO and does not indicate that the separation was a qualifying termination. The payment of significant severance for what is described as a resignation is a problematic practice.	Yes	No	No	
Titan International, Inc.	06/08/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: " The compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. " The company maintains legacy agreements that contain a modified single trigger change-in-control provision. " The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. " The company does not disclose any pre-set metrics and goals for the CEO's and other NEOs' bonus and equity awards.	Yes	No	No	
Titan Machinery Inc.	06/05/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. A significant portion of an NEO's equity awards vested upon his resignation, which does not appear to be involuntary.	Yes	No	No	
Toll Brothers, Inc.	03/07/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Tompkins Financial Corporation	05/09/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Bonuses are ultimately discretionary and performance-based equity awards target merely the median performance of the peer group.	Yes	No	No	
TopBuild Corp.	05/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
TowneBank	05/24/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Townsquare Media, Inc.	05/10/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups related to CEO Wilson and Stuart Rosenstein's automobile perquisites.	Yes	Yes	No	
TransMedics Group, Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay vote.	No	No	No	
Travelzoo	06/01/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support and due to the unmitigated pay-for-performance misalignment. The CEO's outsized award was entirely time-vesting and there is limited disclosure under the bonus program.	Yes	No	No	
Tredegar Corporation	05/04/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
TreeHouse Foods, Inc.	04/27/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as mitigating factors for the pay-for-performance misalignment have not been identified. While the transformation retention awards granted to NEOs in FY22 are performance based, the target value of the CEO's retention award is larger than his annual awards and the maximum payout opportunity is very high at 450 percent of target. NEOs (other than the CEO) also received retention awards in FY21 that lacked performance conditions, and compelling rationale for granting retention awards in consecutive years is not disclosed. In addition, a majority of PSUs are measured over one-year periods with annually set performance targets, and TSR targets merely median performance.	Yes	No	No	
Trex Company, Inc.	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Tri Pointe Homes, Inc.	04/19/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
TriCo Bancshares	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
TriMas Corporation	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
TriNet Group, Inc.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Trinity Industries, Inc.	05/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Trinseo S.A.	06/14/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Triumph Financial, Inc.	04/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
TrueBlue, Inc.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
TrueCar, Inc.	06/22/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were based on a pre-set objective measure and payouts were earned below target in line with company performance. In addition, the equity awards are predominantly performance-conditioned and payouts are capped when TSR is negative.	No	No	No	
TrustCo Bank Corp NY	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are certain issues that warrant continued monitoring, including that the pay program's reliance on relative measures and that the LTI is settled entirely in cash. However, there are significant mitigators for the year in review. Firstly, the STI is based entirely on financial metrics and the metrics all target outperformance, and the increase in the CEO's award is substantiated by strong relative performance. The LTI program is majority performance-based with multi-year goals that also target outperformance. On balance of these factors, a cautionary vote FOR this proposal is warranted.	No	No	No	
Trustmark Corporation	04/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
TTEC Holdings, Inc.	05/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No	
TTM Technologies, Inc.	05/10/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Turning Point Brands, Inc.	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation													B.1.b		
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Tutor Perini Corporation	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee did not demonstrate adequate responsiveness to shareholder concerns following last year's failed say-on-pay proposal. After 12 consecutive failed votes, the committee provided only vague disclosure of engagement efforts, no specific new shareholder feedback, and did not disclose any new or upcoming pay program changes. Additionally, an unmitigated misalignment between CEO pay and company performance persists, as the CEO's base salary and target annual and long-term incentive awards remain relatively high. While the CEO's equity awards are 50 percent performance-conditioned, a portion of the award may be earned at target for merely median TSR performance and there is no cap on payouts if absolute TSR is negative. Lastly, concerns remain with respect to the magnitude of perquisites provided to the CEO.	Yes	No	No		
U.S. Physical Therapy, Inc.	05/16/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
U.S. Silica Holdings, Inc.	05/11/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
UFP Industries, Inc.	04/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
UFP Technologies, Inc.	06/07/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * Modified single trigger cash severance upon a change in control; * Auto accelerated vesting of equity awards upon a change in control; * Excessive severance provision in an existing agreement; * Guaranteed multi-year equity awards to the CEO; * Sizeable perquisites that significantly exceed market norms; and * A lack of risk-mitigating factors, including a compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No		
Ultra Clean Holdings, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
UMB Financial Corporation	04/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Unisys Corporation	05/05/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No		
United Community Banks, Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
United Fire Group, Inc.	05/17/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
United Natural Foods, Inc.	01/10/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No		
United States Lime & Minerals, Inc.	05/05/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * Equity awards to the CEO lack any performance-contingent pay elements; * There are legacy guaranteed multi-year awards; * The company has legacy arrangements with one or more executives that provide for a severance amount that exceeds three-times the sum of an executive's base salary and target bonus; and * Equity awards contain a provision for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No		
United States Steel Corporation	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Unitil Corporation	04/26/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Univar Solutions Inc.	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Universal Display Corporation	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No		
Universal Electronics Inc.	06/06/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up and modified single trigger change in control provisions. Concerns are also raised with respect to the lack of long-term performance metrics in the most recent fiscal year and the use of above-median benchmarking for executive compensation.	Yes	Yes	No		
Universal Insurance Holdings, Inc.	06/08/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made certain positive pay program changes, including a transition to a more formulaic STI structure, an increase in performance equity weighting and the lengthening of the performance period in the LTI program. While these changes are positive, they generally only apply to the CEO and executive chairman. Moreover, despite a reduction in the CEO's target compensation levels, the executive chairman's FY22 compensation was on par with CEO-level pay as a result of multiple equity awards granted in FY22. Concerns are also raised by the committee's decision to pay out a portion of the CEO's annual stock option grant in cash following elimination of stock options from the LTI program. While the committee provides a rationale for this decision, the rationale does not sufficiently mitigate concerns, and the cash payment in lieu of stock options does not appear to contain any vesting or performance conditions.	Yes	No	No		
Universal Logistics Holdings, Inc.	04/26/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Universal Stainless & Alloy Products, Inc.	05/03/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Universal Technical Institute, Inc.	03/02/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Univest Financial Corporation	04/26/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Unum Group	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No		
Upbound Group, Inc.	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Upland Software, Inc.	06/07/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay proposal.	No	No	No		
Urban Outfitters, Inc.	06/06/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No		
USANA Health Sciences, Inc.	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * the company uses above-median benchmarking for target total compensation; * the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No		
Utah Medical Products, Inc.	05/05/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
V2X, Inc.	05/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation												B.1.b			
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
VAALCO Energy, Inc.	06/08/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No		
Valaris Limited	06/07/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Valmont Industries, Inc.	04/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified this time.	No	No	No		
Valvoline Inc.	01/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Vanda Pharmaceuticals Inc.	06/08/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change in control agreements that contain excise tax gross-up provisions.	Yes	Yes	No		
Vaxcyte, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Vera Bradley, Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Vericel Corporation	05/03/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Verint Systems Inc.	06/22/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Veritex Holdings, Inc.	05/18/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as pay-for-performance misalignment has not been mitigated at this time. While annual incentives were predominantly based on financial measures, the long-term incentive programs raises concerns, such as relative metrics associated with the performance equity awards target merely median performance, and the majority of the equity awards to the CEO and the CFO were time-vesting.	Yes	No	No		
Veritiv Corporation	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Via Renewables, Inc.	05/31/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Viad Corp	05/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though some positives are noted, the LTI program in FY22 was entirely in time-vested equity. Though the company's rationale is included in the proxy, as well as a commitment to return to majority performance-conditioned equity for FY23, investors tend to oppose annual equity grants that lack multi-year performance criteria, and this grant marks the second consecutive year that the proportion of performance equity granted to executives during a fiscal year decreased.	Yes	No	No		
Vicor Corporation	06/23/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The absence of risk-mitigating features under the executive pay program; * The lack of any pre-set performance criteria for the CEO's bonus and equity awards; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No		
Victoria's Secret & Co.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Viking Therapeutics, Inc.	06/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company lacks certain risk-mitigating provisions, such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; * Equity awards allow for auto-accelerated vesting upon a change in control; and * Equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No		
Virtu Financial, Inc.	06/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO's total aggregate perquisite amount is excessive. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No		
Virtus Investment Partners, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provisions.	Yes	Yes	No		
Vishay Intertechnology, Inc.	05/23/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as CEO Gerald Paul received significant severance payments upon a voluntary retirement.	Yes	No	No		
Vishay Precision Group, Inc.	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Visteon Corporation	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Vizio Holding Corp.	06/08/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Vontier Corporation	05/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Voyager Therapeutics, Inc.	06/06/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
VSE Corporation	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
W&T Offshore, Inc.	06/16/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the committee engaged with investors following last year's low say-on-pay vote, specific concerns were not disclosed, nor was the breadth of the outreach. The lack of disclosure of specific shareholder feedback impedes an assessment of the committee's responsiveness. While the company made several changes to pay programs, without disclosed investor concerns, it is unclear if these changes were responsive. Further, for the year in review, pay-for-performance concerns are raised and CEO pay increased substantially. While the proxy discloses planned reductions in cash compensation for FY23, the CEO's long-term incentive opportunity will be increased and the proxy continued to disclose above-median benchmarking of his pay levels. Concerns are also raised regarding long-term incentives that target merely median performance. Lastly, concerns are raised with regards to the total amount of perquisite compensation reported for the CEO that is deemed excessive, notably corporate aircraft-related perquisite.	Yes	No	No		
Walker & Dunlop, Inc.	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the pay-for-performance misalignment is mitigated at this time. Short- and long-term incentives are primarily performance-based. While the CEO's target bonus is relatively high, cash incentives were earned below target and the compensation committee applied further negative discretion in consideration of stock price performance.	No	No	No		
Warrior Met Coal, Inc.	04/25/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Washington Federal, Inc.	02/14/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Washington Trust Bancorp, Inc.	04/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Waterstone Financial, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation						B.1.b							
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Watts Water Technologies, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Weatherford International plc	06/15/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Werner Enterprises, Inc.	05/09/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Wesbanco, Inc.	04/19/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are identified at this time.	No	No	No
WESCO International, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
West Bancorporation, Inc.	04/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Westamerica Bancorporation	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Western New England Bancorp, Inc.	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Westwood Holdings Group, Inc.	04/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Weyco Group, Inc.	05/02/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently renewed its employment agreements with the CEO and an NEO which contain modified single-trigger and excessive severance provisions.	Yes	No	No
White Mountains Insurance Group, Ltd.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
WideOpenWest, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Wingstop Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Winmark Corporation	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the company demonstrated only limited responsiveness to last year's low say-on-pay support. Other problematic pay practices in the company's pay program include single-trigger equity vesting acceleration provision in CIC agreements, the lack of pre-set metrics and goals for the CEO and other NEOs' bonus and equity awards, and the lack of risk-mitigating features in the firm's compensation program.	Yes	No	No
Wintrust Financial Corporation	05/25/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
WisdomTree, Inc.	06/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
WisdomTree, Inc.	06/16/2023	Management	Yes	30	Advisory Vote to Ratify Named Executive Officers' Compensation	None	For	For	For	There is some concern surrounding the discretionary nature of incentive award determinations, the rigor of certain target goals, and majority time-based equity awards for certain NEOs. However, these issues have not contributed to a quantitative pay-for-performance misalignment for the year in review. Additionally, the company provided enhanced disclosure of threshold and maximum goals under the incentive pool funding component, and the CEO's incentive was paid out at the funding level. Lastly, half of his equity awards are based on clearly-disclosed, multi-year goals. On balance, a vote FOR this proposal is warranted. Given the concerns noted above, continued close monitoring of the pay program structure is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of discretionary pay determinations.	No	No	No
Wolverine World Wide, Inc.	05/03/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company's incentive programs remain largely performance-conditioned. Annual incentives were mostly based on objective performance measures and payouts were earned below target in line with company performance. Equity awards are significantly performance-based subject to a multi-year performance period.	No	No	No
Woodward, Inc.	01/25/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
World Fuel Services Corporation	06/15/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a sizable off-cycle equity award. While a supplemental filing discloses the forward-looking goals of the off-cycle equity award, there are concerns about the magnitude of the award, which was granted in addition to the CEO's annual-cycle equity awards. Further, some concern is noted about the lack of goal disclosure surrounding the portion of the STI based on strategic goals, which represented 40 percent of the STIP, as well as the lack of forward-looking goal disclosure for the annual-cycle PRSUs.	Yes	No	No
WSFS Financial Corporation	05/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
X4 Pharmaceuticals, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
XBioTech Inc.	06/23/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Xencor, Inc.	06/14/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Xerox Holdings Corporation	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The STI program was largely based on pre-set objective metrics, financial metric disclosure was robust, and the below-target payout aligned with company performance. A majority of the LTI program was in performance-conditioned equity that utilizes a multi-year performance period. Concerns are noted regarding the lack of forward-looking goal disclosure as well as a promotional grant to the CEO and a new-hire grant to an NEO that did not utilize performance criteria, though a previous LTI grant did not vest when goals were unmet, which again was aligned with recent company performance.	No	No	No
XOMA Corporation	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
XPEL, Inc.	05/24/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
XPO, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the compensation committee sufficiently responded to last year's low say-on-pay vote, an unmitigated pay-for-performance misalignment is present for the year in review. First, concerns are raised regarding two highly paid executives, with the new CEO's pay and the executive chairman's compensation each outpacing the compensation of CEO peers. This is particularly concerning given above-median benchmarking concerns. Additionally, certain LTI awards maintained relatively short performance periods and concerns are raised regarding the structure of the CEO's promotion grant. Lastly, the company converted prior performance awards to RSUs in connection with the spin-off, resulting in significant value to NEOs without the achievement of performance criteria.	Yes	No	No

DIMENSIONAL FUND ADVISORS PROXY VOTES 2023 Q12 Executive Compensation						B.1.b							
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Yelp Inc.	06/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Yext, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Y-mAbs Therapeutics, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the compensation committee demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. Concerns are also raised with regards to the modified single trigger change-in-control provision in legacy agreements, the company's lack of risk mitigating provisions, and the absence of long-term performance metrics for awards granted in the most recent fiscal year.	Yes	No	No
Zumiez Inc.	05/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Zurn Elkay Water Solutions Corporation	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A cautionary vote FOR this proposal is warranted as the compensation committee only demonstrated sufficient responsiveness to a certain degree following last year's failed say-on-pay proposal. Continued monitoring is warranted given that the company has not made a specific commitment not to repeat in the future a problematic action raised by shareholders as a concern. The expectation that the actions were one-time and will not be repeated somewhat mitigates this concern.	No	No	No

Board Statistics Report

B.1.b



Parameters Used:
Location(s): All locations
Account Group(s): All account groups
Institution Account(s): Dimensional Fund Advisors
Custodian Account(s): All custodian accounts
Reporting Period: 1/1/23 to 6/30/23

Meeting Overview

Category	Number	Percentage
Number of votable meetings	1,145	
Number of meetings voted	1,145	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	248	21.66%

Ballot Overview

Category	Number	Percentage
Number of votable ballots	1,146	
Number of ballots voted	1,146	100.00%

Proposal Overview

Category	Number	Percentage
Number of votable items	1,158	
Number of items voted	1,151	99.40%
Number of votes FOR	0	0.00%
Number of votes AGAINST	0	0.00%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	1,151	100.00%
Number of votes With Policy	1,151	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	899	78.11%
Number of votes Against Mgmt	252	21.89%
Number of votes on Shareholder Proposals	0	0.00%

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

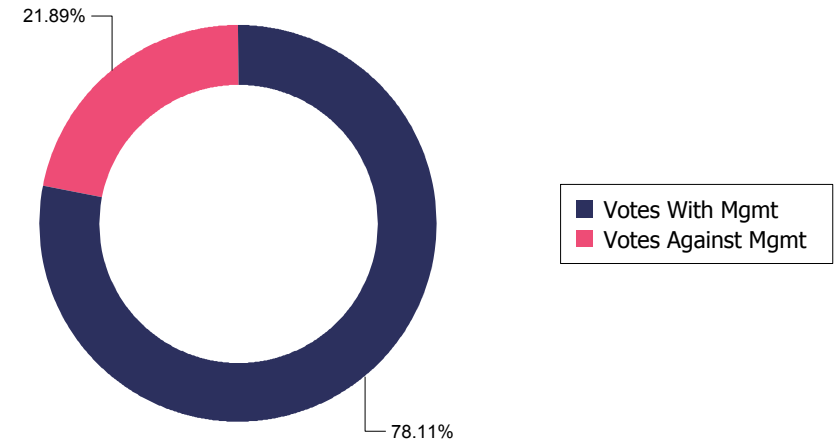
Voting Statistics



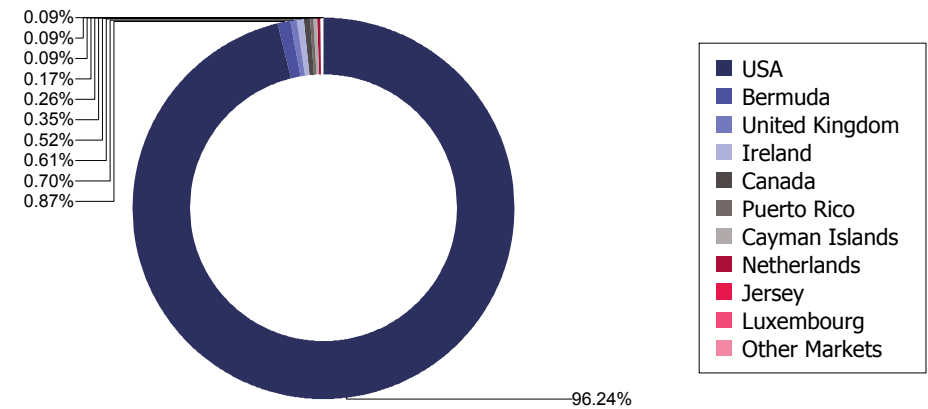
No graphical representation provided.

Vote Alignment with Policy

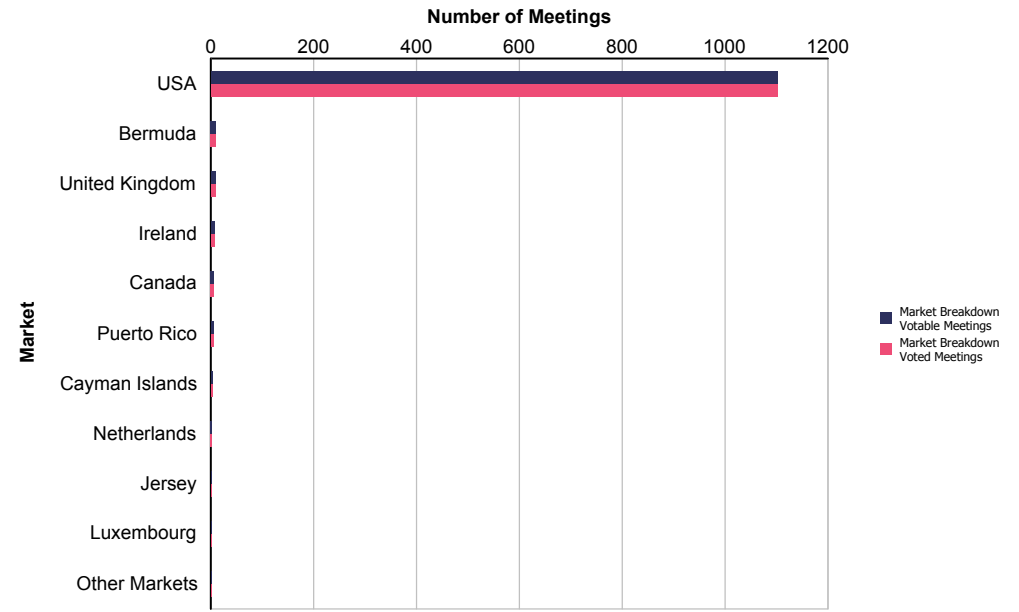
No graphical representation provided.

Vote Alignment with Management**Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	1,102	1,102	100.00%
Bermuda	10	10	100.00%
United Kingdom	8	8	100.00%
Ireland	7	7	100.00%
Canada	6	6	100.00%
Puerto Rico	4	4	100.00%
Cayman Islands	3	3	100.00%
Netherlands	2	2	100.00%
Jersey	1	1	100.00%
Luxembourg	1	1	100.00%
Marshall Isl	1	1	100.00%

Meetings Voted by Market

Market Voting Statistics



Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Farmer Bros. Co.	12-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Capitol Federal Financial, Inc.	24-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Post Holdings, Inc.	26-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sally Beauty Holdings, Inc.	26-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enzo Biochem, Inc.	31-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PriceSmart, Inc.	03-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CSP Inc.	07-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Central Garden & Pet Company	07-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Delta Apparel, Inc.	09-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MACOM Technology Solutions Holdings, Inc.	02-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Concentrix Corporation	23-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Optical Cable Corporation	28-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The RMR Group Inc.	29-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
H.B. Fuller Company	06-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
M.D.C. Holdings, Inc.	17-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Texas Capital Bancshares, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Prosperity Bancshares, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pinnacle Financial Partners, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Harsco Corporation	19-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
KB Home	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Donegal Group Inc.	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kontoor Brands, Inc.	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Seaboard Corporation	24-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Acme United Corporation	24-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Community Trust Bancorp, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
HMN Financial Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Norwood Financial Corp.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cadence Bank	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
City Holding Company	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Winmark Corporation	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lexicon Pharmaceuticals, Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EchoStar Corporation	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TreeHouse Foods, Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BCB Bancorp, Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Select Medical Holdings Corporation	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hingham Institution for Savings	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EnPro Industries, Inc.	28-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enterprise Bancorp, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Orrstown Financial Services, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Weyco Group, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ACNB Corporation	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PacWest Bancorp	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Air Lease Corporation	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Murphy USA Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cohen & Steers, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Nurix Therapeutics, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Peabody Energy Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Fresh Del Monte Produce Inc.	04-May-23	Cayman Islands	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Boyd Gaming Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Curtiss-Wright Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
National HealthCare Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Guess?, Inc.	05-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
United States Lime & Minerals, Inc.	05-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Saga Communications, Inc.	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Telos Corporation	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Coca-Cola Consolidated, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
O-I Glass, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PNM Resources, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Larimar Therapeutics, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Preformed Line Products Company	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Inspired Entertainment, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mid Penn Bancorp, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tompkins Financial Corporation	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NGM Biopharmaceuticals, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CBIZ, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
F.N.B. Corporation	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Children's Place, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mastech Digital, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Great Southern Bancorp, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
LL Flooring Holdings, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
ADTRAN Holdings, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Townsquare Media, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
USANA Health Sciences, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Stratus Properties Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tempur Sealy International, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CTS Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DallasNews Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ProPetro Holding Corp.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Calix, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ESAB Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Integra LifeSciences Holdings Corporation	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Chefs' Warehouse, Inc.	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cambridge Bancorp	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
First Internet Bancorp	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Sonic Automotive, Inc.	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amkor Technology, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Carriage Services, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Live Oak Bancshares, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Penns Woods Bancorp, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MasTec, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Southern First Bancshares, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Rush Enterprises, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	6. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enovis Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MGE Energy, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OraSure Technologies, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Flushing Financial Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
National Presto Industries, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
3D Systems Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Materion Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hawaiian Holdings, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sunnova Energy International Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arrow Financial Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Frontier Communications Parent, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Group 1 Automotive, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Park-Ohio Holdings Corp.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Virtus Investment Partners, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
XPO, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The ONE Group Hospitality, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tutor Perini Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Community Bank System, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sterling Bancorp, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Investar Holding Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Intevac, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Rayonier Advanced Materials Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Merchants Bancorp	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bandwidth Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Eagle Bancorp, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
First BanCorp.	18-May-23	Puerto Rico	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IDACORP, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Independent Bank Corp.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NL Industries, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
iHeartMedia, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hope Bancorp, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Colony Bankcorp, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Cato Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Veritex Holdings, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Quad/Graphics, Inc.	22-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Jamf Holding Corp.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Radiant Logistics, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vishay Intertechnology, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ConnectOne Bancorp, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Middlesex Water Company	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Consolidated Water Co. Ltd.	23-May-23	Cayman Islands	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Viad Corp	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Carter Bankshares, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CompX International Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TTEC Holdings, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
First Busey Corporation	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PJT Partners Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sierra Bancorp	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
White Mountains Insurance Group, Ltd.	25-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Duluth Holdings Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sotera Health Company	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Castle Biosciences, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dime Community Bancshares, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Esquire Financial Holdings, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hub Group, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ranpak Holdings Corp.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Heritage Commerce Corp.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
FS Bancorp, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The First Bancshares, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DZS Inc.	30-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
California Water Service Group	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Beasley Broadcast Group, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Enstar Group Limited	01-Jun-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Helios Technologies, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Surgalign Holdings, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Casella Waste Systems, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SiriusPoint Ltd.	01-Jun-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Travelzoo	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hallador Energy Company	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Titan Machinery Inc.	05-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amphastar Pharmaceuticals, Inc.	05-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Global Industrial Company	05-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hawthorn Bancshares, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Organon & Co.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Nabors Industries Ltd.	06-Jun-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Silvercrest Asset Management Group Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Element Solutions Inc	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bumble Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Electronics Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TechTarget, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AVITA Medical, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	14. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tiptree Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amerant Bancorp Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Century Casinos, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ARKO Corp.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Big 5 Sporting Goods Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hudson Technologies, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NetSol Technologies, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OptimizeRx Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Perficient, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
UFP Technologies, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Eagle Outfitters, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
KVH Industries, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Equity Investment Life Holding Company	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
VAALCO Energy, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kennedy-Wilson Holdings, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Insurance Holdings, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vanda Pharmaceuticals Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EMCOR Group, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Entravision Communications Corporation	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
G-III Apparel Group, Ltd.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Approve Remuneration Report	Against
IMAX Corporation	08-Jun-23	Canada	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote on Executive Compensation Approach	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Playtika Holding Corp.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Shutterstock, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Titan International, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Y-mAbs Therapeutics, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Red Rock Resorts, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Innodata Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NuVasive, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Matador Resources Company	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RBB Bancorp	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Skechers U.S.A., Inc.	12-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Viking Therapeutics, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Informatica Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Heritage-Crystal Clean, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Virtu Financial, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Ameresco, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Apollo Medical Holdings, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PennyMac Financial Services, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Puma Biotechnology, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
eHealth, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BioAtla, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arcturus Therapeutics Holdings Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Fastly, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OrthoPediatrics Corp.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Independence Contract Drilling, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
World Fuel Services Corporation	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arcus Biosciences, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Natural Gas Services Group, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sage Therapeutics, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
AnaptysBio, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Aqua Metals, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	6. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Avidity Biosciences, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Evercore Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kymera Therapeutics, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AMC Networks Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Display Corporation	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dun & Bradstreet Holdings, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Crinetics Pharmaceuticals, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
W&T Offshore, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AppFolio, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Withhold
DXP Enterprises, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Argan, Inc.	20-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Airgain, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Allegiant Travel Company	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ambarella, Inc.	21-Jun-23	Cayman Islands	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SoundThinking, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Balchem Corporation	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Movado Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ambac Financial Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
National Western Life Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Marqeta, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
GrowGeneration, Corp.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vicor Corporation	23-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SentinelOne, Inc.	29-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Policy

There are no votes against policy.

Analysis of Votes Against Management

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
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Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Farmer Bros. Co.	12-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Capitol Federal Financial, Inc.	24-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Post Holdings, Inc.	26-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sally Beauty Holdings, Inc.	26-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enzo Biochem, Inc.	31-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PriceSmart, Inc.	03-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CSP Inc.	07-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Central Garden & Pet Company	07-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Delta Apparel, Inc.	09-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MACOM Technology Solutions Holdings, Inc.	02-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Concentrix Corporation	23-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Optical Cable Corporation	28-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The RMR Group Inc.	29-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
H.B. Fuller Company	06-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
M.D.C. Holdings, Inc.	17-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Texas Capital Bancshares, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Prosperity Bancshares, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pinnacle Financial Partners, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Harsco Corporation	19-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
KB Home	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Donegal Group Inc.	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kontoor Brands, Inc.	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Seaboard Corporation	24-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Acme United Corporation	24-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Community Trust Bancorp, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
HMN Financial Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Norwood Financial Corp.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cadence Bank	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
City Holding Company	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Winmark Corporation	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Lexicon Pharmaceuticals, Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EchoStar Corporation	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TreeHouse Foods, Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BCB Bancorp, Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Select Medical Holdings Corporation	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hingham Institution for Savings	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EnPro Industries, Inc.	28-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enterprise Bancorp, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Orrstown Financial Services, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Weyco Group, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ACNB Corporation	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PacWest Bancorp	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Air Lease Corporation	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Murphy USA Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cohen & Steers, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Nurix Therapeutics, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Peabody Energy Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Fresh Del Monte Produce Inc.	04-May-23	Cayman Islands	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Boyd Gaming Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Curtiss-Wright Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
National HealthCare Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Guess?, Inc.	05-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
United States Lime & Minerals, Inc.	05-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Saga Communications, Inc.	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Telos Corporation	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Coca-Cola Consolidated, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
O-I Glass, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PNM Resources, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pitney Bowes Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	For
Larimar Therapeutics, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Preformed Line Products Company	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Inspired Entertainment, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mid Penn Bancorp, Inc.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tompkins Financial Corporation	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NGM Biopharmaceuticals, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CBIZ, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
F.N.B. Corporation	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Children's Place, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mastech Digital, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Great Southern Bancorp, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
LL Flooring Holdings, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ADTRAN Holdings, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Townsquare Media, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
USANA Health Sciences, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Stratus Properties Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Tempur Sealy International, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CTS Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DallasNews Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ProPetro Holding Corp.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Calix, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ESAB Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Integra LifeSciences Holdings Corporation	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Chefs' Warehouse, Inc.	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cambridge Bancorp	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
First Internet Bancorp	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sonic Automotive, Inc.	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amkor Technology, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Carriage Services, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Live Oak Bancshares, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Penns Woods Bancorp, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
MasTec, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Southern First Bancshares, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Rush Enterprises, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	6. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enovis Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MGE Energy, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OraSure Technologies, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Flushing Financial Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
National Presto Industries, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
3D Systems Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Materion Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hawaiian Holdings, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sunnova Energy International Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arrow Financial Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Frontier Communications Parent, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Group 1 Automotive, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Park-Ohio Holdings Corp.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Virtus Investment Partners, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
XPO, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The ONE Group Hospitality, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tutor Perini Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Community Bank System, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sterling Bancorp, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Investar Holding Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Intevac, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Rayonier Advanced Materials Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Merchants Bancorp	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bandwidth Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Eagle Bancorp, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
First BanCorp.	18-May-23	Puerto Rico	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IDACORP, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Independent Bank Corp.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NL Industries, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
iHeartMedia, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hope Bancorp, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Colony Bankcorp, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Cato Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Veritex Holdings, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Quad/Graphics, Inc.	22-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Jamf Holding Corp.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Radiant Logistics, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vishay Intertechnology, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ConnectOne Bancorp, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Middlesex Water Company	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Consolidated Water Co. Ltd.	23-May-23	Cayman Islands	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Viad Corp	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Carter Bankshares, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CompX International Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TTEC Holdings, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
First Busey Corporation	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PJT Partners Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sierra Bancorp	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
White Mountains Insurance Group, Ltd.	25-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Duluth Holdings Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sotera Health Company	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Castle Biosciences, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dime Community Bancshares, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Esquire Financial Holdings, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hub Group, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ranpak Holdings Corp.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Heritage Commerce Corp.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
FS Bancorp, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The First Bancshares, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DZS Inc.	30-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Exelixis, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	For
California Water Service Group	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Beasley Broadcast Group, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enstar Group Limited	01-Jun-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Helios Technologies, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Surgalign Holdings, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Casella Waste Systems, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SiriusPoint Ltd.	01-Jun-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Travelzoo	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hallador Energy Company	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Titan Machinery Inc.	05-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amphastar Pharmaceuticals, Inc.	05-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Global Industrial Company	05-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hawthorn Bancshares, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Organon & Co.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Nabors Industries Ltd.	06-Jun-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Silvercrest Asset Management Group Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Element Solutions Inc	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bumble Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Electronics Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TechTarget, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AVITA Medical, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	14. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tiptree Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amerant Bancorp Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Century Casinos, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ARKO Corp.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Big 5 Sporting Goods Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Hudson Technologies, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NetSol Technologies, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OptimizeRx Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Perficient, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
UFP Technologies, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Eagle Outfitters, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
KVH Industries, Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Equity Investment Life Holding Company	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
VAALCO Energy, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kennedy-Wilson Holdings, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Insurance Holdings, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vanda Pharmaceuticals Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EMCOR Group, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Entravision Communications Corporation	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
G-III Apparel Group, Ltd.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Approve Remuneration Report	Against
IMAX Corporation	08-Jun-23	Canada	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote on Executive Compensation Approach	Against
Playtika Holding Corp.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Shutterstock, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Titan International, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Y-mAbs Therapeutics, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Red Rock Resorts, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Innodata Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NuVasive, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Matador Resources Company	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RBB Bancorp	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Skechers U.S.A., Inc.	12-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Viking Therapeutics, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Informatica Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Heritage-Crystal Clean, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Virtu Financial, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ameresco, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Apollo Medical Holdings, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PennyMac Financial Services, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Puma Biotechnology, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
eHealth, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BioAtla, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arcturus Therapeutics Holdings Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Fastly, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OrthoPediatrics Corp.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Independence Contract Drilling, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
World Fuel Services Corporation	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arcus Biosciences, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Natural Gas Services Group, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Sage Therapeutics, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AnaptysBio, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Aqua Metals, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	6. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Avidity Biosciences, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Evercore Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kymera Therapeutics, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AMC Networks Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Display Corporation	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dun & Bradstreet Holdings, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Crinetics Pharmaceuticals, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
W&T Offshore, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AppFolio, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Withhold
DXP Enterprises, Inc.	16-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Argan, Inc.	20-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Airgain, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Allegiant Travel Company	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ambarella, Inc.	21-Jun-23	Cayman Islands	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SoundThinking, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Balchem Corporation	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Movado Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ambac Financial Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
National Western Life Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Marqeta, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
GrowGeneration, Corp.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vicor Corporation	23-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SentinelOne, Inc.	29-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Alkermes Plc	29-Jun-23	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	For

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

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation													
B.1.b													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
3M Company	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount for the CEO's personal corporate aircraft, financial planning and life insurance perquisites.	Yes	Yes	No
A. O. Smith Corporation	04/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions, as well as auto-accelerated equity vesting provisions. Concerns are also raised by the Compensation Committee's decision to discretionarily increase annual incentive payouts and its continued limited disclosure of annual incentive metric performance goals and actual results of the executive pay program.	Yes	Yes	No
Abbott Laboratories	04/28/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There are concerns surrounding incomplete disclosure in the proxy of actual achieved performance for the closing cycle PSUs, which does not allow for shareholders to fully evaluate the rigor of the program. In addition, the company continues to use an annual performance period in the LTI, and STI target goals were set below the prior year's actual results. However, there are mitigating factors for the year in review. Specifically, the majority of the incentive program was performance based, and total CEO pay declined year-over-year, partially due to the company utilizing discretion to award its CEO a below-target STI payout. In addition, only one-third of the PSU award can vest in each year, and there is no upside potential for the performance shares.	No	No	No
AbbVie Inc.	05/05/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. In addition, the total amount of perquisite compensation reported for the CEO is deemed excessive.	Yes	Yes	No
Acadia Healthcare Company, Inc.	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Accenture Plc	02/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO, and the total amount of perquisite compensation reported for the CEO is considered excessive.	Yes	Yes	No
Activision Blizzard, Inc.	06/21/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide a large life insurance-related perquisite to the CEO.	Yes	Yes	No
Acuity Brands, Inc.	01/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee adequately responded to shareholder concerns following last year's low say-on-pay vote result. The proxy provides clearly outlined shareholder feedback and concerns, and commensurate actions taken by the committee to increase the performance component of the LTI plan as well as plans to enhance disclosure under the STI plan relating to individual performance. Concerns regarding the misalignment between CEO pay and company performance are also sufficiently mitigated for the year under review. Financial measures comprise 80 percent of the STI and all measures had targets set above the prior year's actual results. The CEO's equity mix is also 75-percent performance-contingent, tied to multi-year, pre-set objectives.	No	No	No
Adobe Inc.	04/20/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
ADT Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation													
						B.1.b							
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Advance Auto Parts, Inc.	05/24/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Although there is some concern regarding goal setting, annual incentives are based entirely on objective financial measures, and equity grants remain largely performance-based.	No	No	No
Advanced Micro Devices, Inc.	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive performance targets were set above the prior year's results, resulting in below target payouts during the year in review, and half of the CEO's equity awards are conditioned on long-term financial performance metrics. Nevertheless, shareholders would benefit from increased disclosure of the forward-looking performance goals underlying the PRSUs.	No	No	No
AECOM	03/31/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Affiliated Managers Group, Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the incentive scorecard utilizes a relatively large number of metrics and threshold performance is not disclosed, these concerns are mitigated. Pay and performance are reasonably aligned at this time, short- and long-term incentives are primarily performance-based, and the performance period for half of PSUs was increased to five years.	No	No	No
Aflac Incorporated	05/01/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Additionally, the majority of pay is conditioned on clearly disclosed financial performance metrics, and the equity awards granted to NEO's were entirely performance-conditioned.	No	No	No
AGCO Corporation	04/27/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Agilent Technologies, Inc.	03/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. A majority of incentives are tied to pre-set objective measures and pay outcomes are aligned with short- and long-term performance.	No	No	No
Air Lease Corporation	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives were primarily based on pre-set objective metrics and long-term incentives were majority performance-vesting, with closing-cycle PSUs forfeited in line with performance. However, there are significant concerns surrounding the executive chairman's total pay exceeded that of the CEO, which includes a high base salary at \$1.8 million. Further, there are significant goal rigor concerns, as the company lowered metric goals for the annual bonus for the second consecutive year, with awards paid out above target despite a discretionary reduction by the committee.	Yes	No	No
Air Products and Chemicals, Inc.	01/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year under review. Although concerns are noted, annual incentives are primarily determined by a pre-set financial metric, and long-term incentives are a majority performance conditioned and measured over a multi-year period.	No	No	No
Airbnb, Inc.	06/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of miscellaneous perquisites to certain executives. In addition, the company did not condition the vesting of NEOs' long-term awards on achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Akamai Technologies, Inc.	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns continue to be noted about the annual goals utilized by a portion of the equity awards and the related goal overlap with the STIP, the annual and long-term incentives are primarily performance based, with rigorous annual incentive goals.	No	No	No

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation													
B.1.b													
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Albemarle Corporation	05/02/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year under consideration. Annual incentives were largely based on pre-set financial metrics and equity awards were targeted to be half performance-conditioned with multi-year performance periods.	No	No	No
Alcoa Corporation	05/05/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alexandria Real Estate Equities, Inc.	05/16/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as maximum payouts under both incentive plans are commensurate with the company's robust performance over the longer-term. That being said, concerns remain regarding the CEO and executive chairman structure, as each receive CEO level pay, and the committee's continued use of discretionary awards.	No	No	No
Align Technology, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay declined year-over-year and a significant majority of the LTI grant was performance-based. While some goal rigor concerns are raised surrounding the relative TSR metric targeting merely median performance, vesting outcomes were reasonable, and the CEO's realizable pay shows directional alignment with the company's long-term stock price performance. In addition, short-term incentives were based primarily on objective metrics with rigorous target goals, resulting in no annual bonuses paid to NEOs following below-threshold performance.	No	No	No
Allegion Plc	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received gross-ups related to relocation benefits.	Yes	Yes	No
Alliant Energy Corporation	05/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned at this time. Some concern is noted about a portion of the performance equity awards, which target median performance with no cap on awards in the event of negative absolute TSR. That being said, the long-term incentives are majority performance based, with all performance equity utilizing a multi-year performance period. Additionally, the annual incentive plan is predominately based on a pre-set financial metric.	No	No	No
Allison Transmission Holdings, Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ally Financial Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Notwithstanding a decrease in performance year pay and an LTI program under which half of awards are based on clearly disclosed multi-year goals, there are significant concerns surrounding the incentive determination process. The company's framework for determining total incentive pay (including STI awards) incorporates a significant degree of committee discretion and lacks key disclosures, such as category or individual metric weightings, quantified, pre-set goals, and target and maximum STI opportunities. This structure and the lack of key disclosures preclude an assessment of the merit and boundaries of total pay.	Yes	No	No
Alnylam Pharmaceuticals, Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation												B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
Alphabet Inc.	06/02/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A number of concerns are noted in the annual pay program for non-CEO NEOs. First, an annual bonus program was established based on ESG goals. However, pre-set goals were not disclosed, with the proxy only noting performance achievements after the fact, with the award appearing to pay out based on the committee's discretionary assessment of performance. Though the ESG bonus payout was halved at the committee's discretion due to "macroeconomic conditions," NEO base salaries were increased in FY22 and are relatively high. Further concerns are noted in the annual LTI program, which inexplicably switched to an LTI mix predominantly in time-vested equity in FY22, with no rationale for the change disclosed in the proxy. On top of that, two NEOs received equity grants with values in excess of the total median CEO pay for the company's peer group. The relative TSR target was non-rigorous and no vesting cap was disclosed if absolute TSR were to be negative over the performance period. CEO Pichai received a triennial equity grant in FY22, which, even on a per-year annualized basis, was relatively large compared to peers. Merely 60 percent of the award was in performance equity, half of which utilized a two-year performance period. Though the target goal was rigorous, in situations where an equity grant is intended to cover multiple years of equity, shareholders prefer that a significant percentage of the grant be in performance equity with a long-term performance period. Additionally, due to a combination of award structure and total magnitude, even with relative TSR performing well-below target, CEO Pichai would realize substantially more pay than a significant portion of his CEO peers, undermining a pay-for-performance philosophy. Lastly, concerns are raised as CEO Pichai's security costs remain exceedingly large, and a sufficient	Yes	No	No	
Alteryx, Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, given insufficient mitigating factors for the pay-for-performance misalignment. The CEO received a one-time grant of PSUs that, while tied to rigorous stock price hurdles over a seven-year period, is exceptionally large and is not intended to replace annual LTI grants. In addition, concerns exist regarding the use of overlapping metrics between the short- and long-term incentive programs and the short performance period of annual PSUs, as well as the addition of a short-term incentive payout mid-cycle. Moreover, the company exchanged outstanding underwater stock options without prior shareholder approval.	Yes	No	No	
Altria Group, Inc.	05/18/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted although some concerns are noted. The increase in the CEO's incentives were largely due to the transition from end-to-end to overlapping cycles which will end after the FY21-FY23 cycle. In addition, the company targets above median benchmarking for the CEO's total compensation; however, this does not appear to cause a pay-for-performance misalignment at this time. In addition, annual incentives are primarily based on pre-set financial goals, and a majority of the long-term incentives were performance-based and measured over a multi-year performance period.	No	No	No	

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Amazon.com, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following last year's low say-on-pay vote, the compensation committee engaged with shareholders, disclosed specific feedback, and provided further details surrounding the company's compensation programs and long-term strategy. However, the company did not make material changes to the compensation program to address shareholder concerns. In addition, while CEO Jassy's pay declined following the prior year's mega promotion award, consisting only of base salary and certain perquisites, a review of the pay program reveals persistent concerning features. Specifically, compensation for other NEOs consisted primarily of time-vesting restricted shares, with incentive programs lacking objective performance metrics and quantified goals. In addition, the magnitude of an NEO's recent \$41 million grant is concerning, as it comes only one year after he received an \$81 million sign-on grant. Lastly, concerns remain with respect to the inordinate amount of security-related perquisite provided to certain executives.	Yes	No	No
Amedisys, Inc.	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ameren Corporation	05/11/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective performance metrics and the majority of equity awards are conditioned on long-term performance.	No	No	No
American Airlines Group Inc.	05/10/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft. Furthermore, concerns are raised with respect to the single-trigger vesting of equity in the event of a change in control.	Yes	Yes	No
American Electric Power Company, Inc.	04/25/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. The majority of compensation continues to be conditioned on objective performance metrics with clearly disclosed goals under both the annual and long-term incentive plans.	No	No	No
American Express Company	05/02/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The increase in CEO pay is primarily driven by a one-time equity award valued by the company at \$15 million. On the positive side, the award requires significant TSR appreciation to vest. However, the sustainment requirement period is relatively short and may reward short-term spikes in share price without long-term sustained share price appreciation. Additionally, although annual LTI awards are predominantly based on rigorous, clearly disclosed goals, there are significant concerns regarding STI program structure and disclosure. The majority of the corporate component is based on goals for which quantified targets are not disclosed. The proxy also does not disclose threshold or maximum goals for any metrics, individual metric weightings, nor sufficient details around the CEO's individual performance component (which was achieved at maximum). Lastly, concerns remain with respect to the excessive personal use of corporate aircraft perquisite provided to the CEO. In light of the concerns noted above, the quantitative pay-for-performance misalignment is not mitigated and a vote AGAINST this proposal is warranted.	Yes	No	No
American Financial Group, Inc.	05/17/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and miscellaneous perquisites to the CEO.	Yes	Yes	No

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American International Group, Inc.	05/10/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns surrounding the magnitude and structure of a large off-cycle award granted to the CEO in connection with entering into a five-year employment agreement. On the positive side, the award has a relatively long five-year cliff vesting period. However, the award, which was granted amid back-to-back increases in target LTI opportunities, lacks performance-vesting criteria. With respect to regular incentive awards, some concern is raised by the STI program structure, as awards may be substantially increased by discretionary assessments of individual performance and have been for the CEO's awards for consecutive years. Further, the relative TSR metric in the LTI program, although not heavily weighted, provides for target vesting for below median performance against a relatively small peer group. Lastly, concerns are also raised with respect to the excessive corporate aircraft perquisite provided to the CEO.	Yes	No	No
American Tower Corporation	05/24/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily based on pre-set financial metrics. Equity awards were largely performance-conditioned and performance shares were based on multi-year performance periods.	No	No	No
American Water Works Company, Inc.	05/10/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Americold Realty Trust	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Ameriprise Financial, Inc.	04/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of personal aircraft use perquisites to the CEO. Concerns also remain over the lack of certain key disclosures for the annual incentive program, which limits transparency. In addition, certain target goals were lowered amid an increase in target award opportunity for the annual cash incentive.	Yes	Yes	No
AmerisourceBergen Corporation	03/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given the pay and performance alignment for the year in review. Annual incentives and the majority of long-term incentives are based on financial performance. In addition, performance shares utilize multi-year performance periods, and the relative TSR modifier targets above-median performance and subjects performance awards to a payout cap for negative absolute TSR results.	No	No	No
AMETEK, Inc.	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned. Some concerns are noted regarding the rigors of the long-term incentives. However, the STI is primarily based on financial objectives and half of the long-term incentives are targeted to be performance based, with PRSUs utilizing a multi-year performance period.	No	No	No
Amgen Inc.	05/19/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although some concern exists that financial targets for the annual incentives were set below the prior year's targets and actual performance, annual incentives are predominantly tied to pre-set objective measures, and half of the equity awards are performance-conditioned.	No	No	No
Amphenol Corporation	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO pay was aligned with company performance during the year in review, and annual incentive awards are based entirely on financial performance metrics. Nevertheless, concerns remain regarding the company's equity awards lacking any performance-conditions.	No	No	No

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Analog Devices, Inc.	03/08/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No		
Annaly Capital Management, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern regarding the total incentive award determination process, as the scorecard contains certain features that add complexity for investors attempting to assess the pay-for-performance linkage. Additionally, the target goal for one metric is only described in vague terms and individual metrics appear to receive guaranteed minimum scores regardless of the level of performance achievement. While these issues warrant continued close monitoring, there are mitigating factors. For FY22, the committee introduced a total threshold score under which no awards will be made, and discretionarily reduced awards to below target to align with company performance. Further, half of LTI awards are earned based on clearly disclosed multi-year goals, and relative metrics under the scorecard and LTI program target outperformance and cap payouts if absolute TSR is negative. On balance of these factors, a vote FOR this proposal is warranted, with caution. Continued close monitoring of the scorecard structure and pay outcomes is warranted.	No	No	No		
ANSYS, Inc.	05/12/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time and the majority of CEO pay is conditioned on objective financial performance metrics. However, a concern is noted regarding annually set performance goals in the LTI program.	No	No	No		
Antero Midstream Corporation	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Antero Resources Corporation	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee elected to increase the pay benchmark for all executives to the 75th percentile, contributing significantly to the pay for performance misalignment identified for the year in review as the target value of the CEO's annual-cycle award more than doubled, year-over-year. The granting of significant off-cycle awards in half time-vesting equity to all executives further increased pay magnitude, while performance equity used primarily annual performance periods and set less rigorous goals for a metric shared with the annual incentive. Moreover, the committee set certain annual incentive targets lower than the prior year's performance and utilized their discretion to further increase actual payouts without a compelling rationale.	Yes	No	No		
Aon plc	06/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned. Although some concerns are noted regarding the lack of goal disclosure, the annual incentives are primarily based on pre-set financial metrics and the long-term incentives are entirely performance-based.	No	No	No		
APA Corporation	05/23/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The compensation committee sufficiently responded to last year's relatively low say-on-pay vote result with improvements to the annual and long-term incentive programs and improved disclosure. In addition, there are certain factors that mitigate a pay-for-performance misalignment for the year under review, including the company's strong TSR and financial performance, improved transparency under the annual incentive program, a reduction in the CEO's target LTI award value, and LTI awards that are majority tied to multi-year performance metrics. Continued monitoring of the program is warranted given concerns surrounding short- and long-term goal rigor and lack of complete disclosure of LTI goals.	No	No	No		

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Apple Inc.	03/10/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and security perquisites to the CEO. Concerns are further raised by the \$75 million equity grant to the CEO in FY22, the second consecutive year he received a grant of such magnitude, as well as the relatively high CEO and NEOs' pay opportunities that remain unchanged for FY23.	Yes	Yes	No
Applied Materials, Inc.	03/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Concerns continue to be raised regarding the annual incentive program, which are at least half based on strategic metrics and lack disclosure of metric objectives and some performance results, precluding analysis of program rigor. Nevertheless, pay and performance are reasonably aligned, with annual incentive awards paid out below target and at least half of long-term incentives granted in performance equity with three-year goals. A vote FOR this proposal is therefore warranted, although shareholders may wish to continue monitoring the annual incentive program.	No	No	No
AppLovin Corporation	06/07/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AptarGroup, Inc.	05/03/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Aptiv PLC	04/26/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised with respect to the target LTI value increase for the CEO and non-disclosure of forward-looking goals for performance equity awards. However, STI awards were primarily based on objective financial metrics and, in a supplemental filing, the company discloses clearly the target goals and quantified performance results, both before and after certain adjustments made by the committee, as well as the corresponding impact on individual awards. Moreover, the committee capped the STI payouts (post-adjustments) to target level in recognition of negative stock price performance during the year.	No	No	No
Aramark	02/03/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay-for-performance concerns are sufficiently mitigated during the year in review. The majority of CEO pay is conditioned on objective financial performance metrics and the PSUs which were eligible to vest in FY2022 were completely forfeited. While some concerns remain regarding the lack of disclosure of performance goals underlying the PSUs granted during the year in review, prior cycle PSU awards were not earned, in-line with recent company performance.	No	No	No
Arch Capital Group Ltd.	05/04/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted in light of the inordinate amount of total aggregate perquisites provided to the CEO.	Yes	Yes	No
Archer-Daniels-Midland Company	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. The majority of CEO pay remains conditioned on objective financial performance, and half of equity awards are based on a multi-year performance period.	No	No	No
Arista Networks, Inc.	06/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentives utilize financial metrics and long-term incentives are entirely performance-based for the CEO. However, concern remains regarding the level of disclosure of weightings, targets, and results under the annual incentive plan, as well as the use of duplicative metrics, targets and one-year performance periods under the long-term incentive plan.	No	No	No

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Armstrong World Industries, Inc.	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were determined by clearly disclosed, pre-set financial metrics. In addition, annual-cycle equity awards are entirely performance conditioned, PSUs utilize multi-year performance periods, and forward-looking performance targets were disclosed. Moreover, prior-cycle PSUs were not earned due to below-threshold performance, which generally aligned with the company's recent TSR underperformance.	No	No	No
Arrow Electronics, Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Arthur J. Gallagher & Co.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Ashland Inc.	01/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Assurant, Inc.	05/11/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No
Assured Guaranty Ltd.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The majority of equity awards are conditioned on long-term performance goals, including a rigorous relative TSR metric, and annual incentive awards are based primarily on objective financial performance metrics. Nevertheless, the CEO's award opportunities remain relatively large, and there are concerns regarding the goal disclosure and rigor of the annual incentive metrics.	No	No	No
AT&T Inc.	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide excessive perquisites to certain executives, consisting primarily of a large life insurance benefit.	Yes	Yes	No
Atmos Energy Corporation	02/08/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are entirely based on financial performance, and long-term incentives are half-comprised of performance awards that utilize a multi-year performance period. Further, both award payouts are capped at target for negative absolute TSR performance during the relative performance periods.	No	No	No
Autodesk, Inc.	06/21/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are aligned for the year in review. While some concerns are noted about incomplete goal disclosure and the use of one-year measurement periods for a portion of the LTIP, annual incentives are entirely based on pre-set financial metrics, and a majority of the long-term equity awards are performance based.	No	No	No
AutoNation, Inc.	04/19/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AvalonBay Communities, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.	Yes	Yes	No
Avantor, Inc.	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Avery Dennison Corporation	04/27/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are earned entirely on pre-set objective performance while regular annual equity grants are entirely performance-based.	No	No	No
Avis Budget Group, Inc.	05/24/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Axis Capital Holdings Limited	05/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Axon Enterprise, Inc.	05/31/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While certain concerns are noted, namely regarding NEO equity awards made during the year in review, pay and performance are reasonably aligned at this time.	No	No	No

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Baker Hughes Company	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay and company performance are reasonably aligned and the majority of CEO pay is conditioned on objective financial performance metrics.	No	No	No
Ball Corporation	04/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While the goal-setting formula in the STI program may result in non-rigorous targets, annual incentives are based entirely on a pre-set financial goal, and the majority of long-term incentives depend on multi-year performance. Further, pay and performance are reasonably aligned at this time.	No	No	No
Bank of America Corporation	04/25/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. This marks the first time in several years in which a quantitative pay-for-performance misalignment has been identified at BAC. On the positive side, CEO performance year pay decreased in directional alignment with recent stock price underperformance, and the majority of equity awards are based on clearly-disclosed multi-year goals with no upside vesting potential. However, there are significant concerns regarding the structure and lack of key disclosures under the annual incentive determination process. Annual incentives are discretionarily determined, although guided by performance assessments that highlighted consistent metrics year-over-year, and this discretionary determination resulted in an identified pay-for-performance misalignment for the year in review. Further, the proxy lacks key disclosures such as target pay opportunities, per-metric weightings, and threshold, target or maximum goals. Investors generally prefer a more formulaic incentive determination process with discretion constrained and judiciously applied, with key disclosures that provide transparency into pay outcomes. Also concerning is the structure and lack of disclosure related to sizable time-vesting awards granted to non-CEO NEOs. Additionally, the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	No	No
Bath & Body Works, Inc.	06/08/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. * Sarah Nash, who served as Executive Chair and Interim CEO during 2022 received a significant stock award that raises concerns. While the company provides a clear rationale for the award and why it was entirely time-based, the overall magnitude of the grant is of particular concern. Specifically, it resulted in her total pay being more than double total pay of the company's peer median CEO pay, which can be costly to shareholders in terms of overall compensation expense. * The CEO received excessive gross-ups related to relocation benefits. * The company provided an excessive personal use of corporate aircraft perquisite to the CEO.	Yes	No	No
Baxter International Inc.	05/02/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay declined significantly year-over-year and the annual incentive program was primarily based on objective metrics with reasonably rigorous target goals. In addition, the LTI was half performance-conditioned and measured over a multi-year period. It is also noted that the CEO's realizable pay shows directional alignment with the company's negative long-term stock price performance, and the LTI grant value decreased year-over-year. However, some concern is raised surrounding the lack of disclosure of certain performance targets under the long-term incentive program. While it is noted that targets and results are disclosed retrospectively, shareholders would benefit from greater transparency in the LTI.	No	No	No
Becton, Dickinson and Company	01/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Bentley Systems, Inc.	05/25/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Berkshire Hathaway Inc.	05/06/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Two NEOs continue to receive large base salaries of \$16.0 million each and overall pay is not clearly linked to company performance. Pay disclosure is minimal, leaving shareholders with little information to assess decisions regarding, or committee oversight of, compensation determinations for executives. Concerns are also raised with regards to the CEO's large security-related perquisite and the company's lack of risk mitigating provisions.	Yes	No	No		
Berry Global Group, Inc.	02/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No		
Best Buy Co., Inc.	06/14/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were predominately based on objective pre-set financial goals and half of the targeted long-term incentives were based on a pre-set financial metric measured over a multi-year period. However, concern remains over relative TSR awards that target median performance and lack a disclosed payout cap for negative performance.	No	No	No		
Bio-Rad Laboratories, Inc.	04/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are primarily based on pre-set objective goals. In addition, performance shares that rely on a multi-year performance period were added to the long-term incentive awards. However, the majority of long-term incentives continue to lack performance criteria. In light of the controlling interest of the CEO and his family in the company, the compensation plan warrants continued monitoring.	No	No	No		
Biogen Inc.	06/26/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment for the year under review is mitigated given that annual and long-term incentives are sufficiently tied to objective performance measures, although continued monitoring is warranted given goal rigor and disclosure concerns under the annual incentive program. However, the compensation committee did not demonstrate sufficient responsiveness to last year's say-on-pay vote result. Specifically, the company does not disclose any shareholder concerns or specific feedback and the committee did not take any specific actions in response to the nearly half its shareholders opposing last year's say-on-pay.	Yes	No	No		
BioMarin Pharmaceutical Inc.	05/23/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.	No	No	No		
BJ's Wholesale Club Holdings, Inc.	06/15/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
BlackRock, Inc.	05/24/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for certain executives is considered excessive, notably the personal use of corporate aircraft, security, and financial planning perquisites.	Yes	Yes	No		
Block, Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
BOK Financial Corp	05/02/2023	Management	Yes	21	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		

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Booking Holdings Inc.	06/06/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the failed 2022 say-on-pay proposal, the company engaged with shareholders, disclosed their feedback in the proxy statement, and made improvements to the FY22 and FY23 pay program to address investors' concerns. In addition, pay and performance are reasonably aligned for the year in review, and the annual incentive pool is funded based on financial performance goals, while the long-term incentives are primarily performance-conditioned. Certain concerns remain related to the FY22 program, such as the CEO's annual incentive target opportunity, similar metrics in the STI and LTI plans, and annual performance periods in the LTI. However, these concerns are mitigated by a significant reduction in compensation levels, the discretionary reduction of STI payouts, the addition of a PSU payout cap for negative absolute TSR results, and a return to multi-year performance periods for the 2023 PSUs. However, shareholders should continue to monitor the pay program as the company continues to undergo pay program changes.	No	No	No
BorgWarner Inc.	04/26/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received a significant tax gross-up relating to a perquisite reimbursement. Further, in the annual incentive program, the committee set both financial targets below last year's actual performance with limited rationale and also incorporated a new, subjective modifier that resulted in an increased payout for the year in review. These actions, coupled with increased CEO pay levels in the most recent two fiscal years, warrant continued investor monitoring.	Yes	Yes	No
Boston Properties, Inc.	05/23/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, but with caution. Some concerns persist with the significant weight of non-formulaic goals under the annual incentive program and goal rigor concerns under the LTI program. However, total CEO pay was flat year-over-year, LTI awards are at least half performance-based for all NEOs with clearly disclosed multi-year goals, and the quantitative annual incentive goals are clearly disclosed and appear rigorous. Moreover, performance LTI units have vested below target for the past three performance cycles, in alignment with the company's lagging shareholder returns. On balance, a pay-for-performance misalignment is mitigated for the year under review. However, given the concerns noted, future close monitoring is warranted, particularly with respect to incentive pay outcomes.	No	No	No
Boston Scientific Corporation	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial goals. In addition, the long-term incentives are largely performance-based.	No	No	No
Boyd Gaming Corporation	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Bright Horizons Family Solutions, Inc.	06/21/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Brighthouse Financial, Inc.	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Bristol-Myers Squibb Company	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No
Brixmor Property Group Inc.	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No

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Broadcom Inc.	04/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. While positive features are noted, including an annual incentive plan with clearly disclosed financial goals and entirely performance-based equity, certain negative factors raised significant concern. The annual bonus has the potential for a significant amount of committee discretion, and in FY22 the CEO's individual performance modifier increased the payout from 150 percent of target to 225 percent. In addition, the annual performance equity award targets merely median performance and the board also provided the CEO with an additional special award in FY22. Though smaller in value than the annual award, the performance period was just one year, specific goals were not disclosed, and directors determined that the goals were met just one month after grant. Investors may also note the CEO received another sizable special equity grant after the end of the fiscal year. Lastly, concerns are raised with respect to the CEO's excessive automobile perquisite.	Yes	No	No
Brown & Brown, Inc.	05/03/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excise tax gross-up change-in-control provision.	Yes	Yes	No
Bruker Corporation	06/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Brunswick Corporation	05/03/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Builders FirstSource, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bunge Limited	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time. A majority of annual and long-term incentives are based on objective financial measures.	No	No	No
Burlington Stores, Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While there are some concerns surrounding the use of an annual performance period in the LTI and goal setting in the STI, mitigating factors are present for the year in review. Specifically, the majority of the incentive program was performance based, and the committee exercised discretion to reduce the annual incentive award, resulting in a below-target payout for the CEO. Although investors would benefit from disclosure of forward-looking LTI targets, the company discloses the targets retrospectively and payouts are aligned with performance.	No	No	No
BWX Technologies, Inc.	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cadence Design Systems, Inc.	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. While pay and performance are reasonably aligned for the year in review, certain structural concerns in the pay program are noted, including the degree of discretion under the STI program and the significant upside potential on the CEO's triennial equity award. However, the FY22 grant target value is reasonable, forward-looking performance equity grant targets are clearly disclosed, and from this detailed disclosure it appears that each target requires significant outperformance in order to be achieved. There is a similar case in the annual bonus program, as performance targets were set above the prior year's actual performance, requiring year-over-year growth to achieve target payout. Though pay and performance were reasonably aligned, continued monitoring of these structural issues is warranted.	No	No	No

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Caesars Entertainment, Inc.	06/13/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. A quantitative pay-for-performance misalignment has been identified for the year in review, and sufficient mitigating factors have not been identified. The increase in total CEO pay is primarily driven by a special, one-time equity award granted to the CEO. While it is positive that the CEO's one-time equity award is entirely performance-based, there is concern identified with respect to the relatively short sustainment period, particularly for a large, one-time award. Specifically, the stock price performance-vesting condition is based on exceeding certain share price hurdles for 20 consecutive days, without requiring long-term sustained stock price appreciation through the end of the performance period. Moreover, the company's off-cycle grant frequency raises concerns, as the CEO previously received an off-cycle award in August 2020. Additional concerns were identified, as a portion of PSUs vest based on annually set adjusted EBITDA goals. While the results are averaged at the end of the three-year performance period, the use of annually-set goals with an annual measurement under the LTI raises concerns. These concerns are magnified as it overlaps with the same metric, target and performance period under the STI program. Further, the relative TSR metric is not particularly rigorous, given that it targets merely median performance. The CEO continues to receive a relatively high base salary, which has an augmenting effect on incentive opportunities targeted as a percentage of salary. Lastly, concerns are also raised with respect to the inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	No	No	
Camden Property Trust	05/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change-in-control provisions such as single-triggered cash severance payment and excise tax gross-ups.	Yes	Yes	No	
Capital One Financial Corporation	05/04/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are concerns raised by the lack of certain key features and disclosures with respect to the STI program, as well as by the degree of discretion involved in STI payout determinations. Some investors may prefer a more objective annual incentive structure, including reference to preset metric weightings and quantified target goals. While these issues warrant continued close monitoring, there are mitigating factors for the year in review. Specifically, the discretionary pay determinations have not resulted in a quantitative pay-for-performance misalignment. Further, the CEO's long-term equity incentives are predominantly performance-conditioned with clearly disclosed multi-year goals that target above-median performance. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.	No	No	No	
Carlisle Companies Incorporated	05/03/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision. Other problematic pay practices include the provision of an excessive amount of financial/tax planning-related perquisite to the CEO and the continued use of above-median benchmarking for target total compensation.	Yes	Yes	No	

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Carnival Corporation	04/21/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following low support for the 2022 say-on-pay proposal, the company engaged with shareholders, disclosed their feedback in the proxy statement, and made improvements to the FY22 and FY23 pay program to address investors' concerns. Specifically, disclosure of the incentive programs improved compared to the prior year, annual incentives now rely primarily on objective, pre-set goals, and long-term incentives were entirely performance-based. Additional improvements will be made for FY23, including the removal of the individual performance component from the annual incentives, and decoupling of metrics between the annual and long-term incentive plans. While certain concerns remain related to the FY22 plans related to limited individual performance disclosure, duplicate metrics in the STI and LTI plans, and annual performance periods in certain LTI awards, these concerns are mitigated by the removal of these elements in the FY23 awards. However, shareholders should continue to monitor the pay program as the company has undergone a leadership transition and continues to undergo pay program changes.	No	No	No
Carnival Corporation	04/21/2023	Management	Yes	14	Approve Directors' Remuneration Report (in Accordance with Legal Requirements Applicable to UK Companies)	For	For	For	For	As the company is a US domestic issuer, and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned to the US pay-for-performance analysis. Accordingly, a vote FOR this proposal is warranted.	No	No	No
Carrier Global Corporation	04/20/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received an excessive amount of life insurance and financial planning perquisite.	Yes	Yes	No
Caterpillar Inc.	06/14/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as certain executives received gross-ups related to relocation benefits.	Yes	Yes	No
Cboe Global Markets, Inc.	05/11/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CBRE Group, Inc.	05/17/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Despite the special strategic equity award granted during the year in review, CEO pay and company performance are reasonably aligned at this time. The majority of the CEO's equity awards are conditioned on financial performance and the one-time strategic equity awards will only vest if company TSR and EPS performance is achieved above the 50th percentile.	No	No	No
CDW Corporation	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No
Celanese Corporation	04/20/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay is reasonably aligned with company performance at this time. The CEO's pay is based on objective performance metrics and the majority of the company's equity awards are conditioned on long-term financial performance metrics, with PRSUs utilizing a three-year performance period.	No	No	No
Centene Corporation	05/10/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Pay and performance are reasonably aligned and no significant concerns were identified for the year in review. Incentive pay programs are largely performance-based and changes for next year will improve the programs. Further, following last year's failed say-on-pay vote, the board conducted significant shareholder outreach and discloses shareholders' specific concerns. Moreover, the board has made numerous positive changes to pay programs and disclosures to address those concerns. As such, the committee has demonstrated sufficient responsiveness. Accordingly, a vote FOR this proposal is warranted.	No	No	No
CenterPoint Energy, Inc.	04/21/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an excessive aggregate perquisite amount to the CEO; * There are excessive differentials between CEO pay and the pay of other named executive officers at the firm; and * There is high CEO pay in relation to company peer group CEO median pay level.	Yes	Yes	No

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CF Industries Holdings, Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay is reasonably aligned with performance. Although a concern is noted about the use of one-year performance periods for the performance-based portion of the LTIP, the majority of CEO pay remains conditioned on objective financial performance, with clear disclosure of goals and weightings.	No	No	No
Charles River Laboratories International, Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards continued to be based entirely on objective financial measures and annual equity grants are largely performance-based.	No	No	No
Charter Communications, Inc.	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company entered into a new CEO agreement that provides for multi-year guaranteed time-based equity awards. Additionally, annual equity grants to all executives lack pre-set performance criteria. Moreover, concerns are raised with respect to the provision of excessive corporate aircraft-related perquisites and the use of above-median benchmarking in determining NEOs' base salaries and target incentive opportunities.	Yes	No	No
Chemed Corporation	05/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a single trigger change in control provision.	Yes	Yes	No
Cheniere Energy, Inc.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Chevron Corporation	05/31/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Chipotle Mexican Grill, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of pay is conditioned on clearly disclosed objective performance targets, and the majority of the company's equity awards are conditioned on a three-year financial performance metric.	No	No	No
Chubb Limited	05/17/2023	Management	Yes	32	Approve Remuneration Report	For	For	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST is warranted.	Yes	Yes	No
Chubb Limited	05/17/2023	Management	Yes	33	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.	Yes	Yes	No
Church & Dwight Co., Inc.	04/27/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are noted regarding the lack of performance-based equity, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned.	No	No	No
Churchill Downs Incorporated	04/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ciena Corporation	03/30/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay for performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cincinnati Financial Corporation	05/06/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives are based entirely on financial performance and no PSUs were earned for the recently completed performance period, aligned with the company's recent TSR underperformance. Nevertheless, some concerns remain regarding the fact that the majority of the CEO's regular equity award is not performance-conditioned.	No	No	No

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Citigroup Inc.	04/25/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are concerns raised by the degree of discretion involved in NEO annual incentive determinations and certain key features and disclosures that are lacking. Some investors may prefer a more objective annual incentive structure, including reference to preset target goals and pay opportunities. While these issues warrant continued close monitoring, there are sufficient mitigating factors. Specifically, CEO pay and company performance are aligned for the year in review. Further, the CEO's long-term incentives are predominantly performance-conditioned with clearly disclosed multi-year goals. Moreover, the prior closing cycle long-term incentives were not earned when operational threshold goals were not achieved. On balance of these factors, a cautionary vote FOR this proposal is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.	No	No	No
Citizens Financial Group Inc.	04/27/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns continue to be raised by the heavy reliance on compensation committee discretion in determining total executive pay. That being said, there are mitigating factors for the year under review. Specifically, the use of discretion has not resulted in a quantitative pay-for-performance misalignment, and the committee improved disclosure regarding core financial metrics used in assessing performance outcomes. Moreover, equity awards are largely performance-based and utilize a multi-year measurement period, and 2022 performance equity vesting outcomes were commensurate with longer term company performance. Given these circumstances, shareholders are advised to monitor the company's incentive pay structure, particularly should CEO pay and company performance become misaligned going forward.	No	No	No
Clean Harbors, Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cleveland-Cliffs Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the prior year's relatively low say-on-pay support and subsequent engagement with shareholders, the compensation committee made commitments to not grant discretionary bonuses except for in extraordinary circumstances and changed its approach to target setting and evaluation of performance under the annual incentive plan, resulting in below target payouts during the year in review. Furthermore, long-term incentives remain primarily performance-conditioned, although shareholders may benefit from a more rigorous relative TSR metric.	No	No	No
CME Group Inc.	05/04/2023	Management	Yes	19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following a failed say-on-pay vote last year, the compensation committee demonstrated only a limited degree of responsiveness to shareholder concerns. In addition, an unmitigated pay-for-performance misalignment persisted in FY22. The CEO's total pay remained elevated largely due to a significant base salary increase, which is significantly higher than the median salary of peer CEOs. This base salary had the effect of also increasing his annual and long-term incentives that are targeted to a percentage of base salary. Further, although annual and long-term incentives are significantly performance-based, concern remains that the relative TSR metric under the long-term incentive program targets merely median performance and the proxy does not disclose a vesting cap if absolute TSR is negative.	Yes	No	No
CMS Energy Corporation	05/05/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily based on pre-set financial measures, and a majority of the equity awards are performance-based with a multi-year performance period.	No	No	No

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CNA Financial Corporation	04/26/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Cognex Corporation	05/03/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Cognizant Technology Solutions Corporation	06/06/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. A majority of the annual incentives were tied to pre-set financial measures and equity awards were primarily performance-conditioned although a portion of the PSUs utilize annual performance periods. Nevertheless, below target payouts are in line with recent company performance, and pay and performance are reasonably aligned for the year in review.	No	No	No
Colgate-Palmolive Company	05/12/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide excessive auto-related perquisite to the CEO.	Yes	Yes	No
Columbia Banking System, Inc.	05/18/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Columbia Sportswear Company	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Comcast Corporation	06/07/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Comerica Incorporated	04/25/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision. In addition, the company provided large miscellaneous perquisites to the CEO.	Yes	Yes	No
Commerce Bancshares, Inc.	04/19/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision, equity award arrangements provide for automatic accelerated vesting upon a change-in-control, and the company did not condition vesting of long-term awards on the achievement of performance goals for awards granted in the most recent fiscal year.	Yes	Yes	No
Concentrix Corporation	03/23/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up related to the CEO's executive life insurance.	Yes	Yes	No
Confluent, Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ConocoPhillips	05/16/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's corporate aircraft-related perquisite.	Yes	Yes	No
Consolidated Edison, Inc.	05/15/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are both primarily based on pre-set, objective goals.	No	No	No
Constellation Energy Corporation	04/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set objective metrics with clear disclosure of performance targets and achieved results. In addition, long-term incentives are majority performance conditioned and measured over a multi-year period.	No	No	No
Corning Incorporated	04/27/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an inordinate amount of personal use of corporate aircraft. * The company maintains agreements that contain a modified single trigger change in control provision. * The company maintains agreements that auto-accelerated equity vesting provisions.	Yes	Yes	No
Corteva, Inc.	04/21/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of relocation benefits to the CEO and the total amount of perquisite compensation reported for the CEO is excessive.	Yes	Yes	No

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CoStar Group, Inc.	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain modified single trigger and excise tax gross-up provisions. Further, the company provided an inordinate amount of aircraft-related perquisite to the CEO.	Yes	Yes	No
Costco Wholesale Corporation	01/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time. The STI plan included environmental and social objectives, though the specific quantitative targets were not disclosed. Performance share grants continue to utilize a one-year performance period.	No	No	No
Coterra Energy Inc.	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were predominantly based on pre-set objective metrics and annual equity grants to the CEO were entirely performance-based.	No	No	No
Cousins Properties Incorporated	04/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Crane NXT Co.	06/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Credit Acceptance Corporation	06/02/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Crown Castle Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. A majority of the CEO's pay is conditioned on objective financial performance, and the majority of equity grants are earned based on a multi-year performance period.	No	No	No
Crown Holdings, Inc.	04/27/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CSX Corporation	05/10/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote, the company contacted a substantial portion of its shareholders, disclosed details of those engagement efforts, and made several meaningful changes to the compensation program to address concerns. In addition, annual incentives were primarily determined by pre-set objective metrics, with clear disclosure of targets, per-metric weights, and actual results. Further, the committee did not apply discretionary adjustments, which was a noted shareholder concern, aligning payouts with quantifiable metrics. Moreover, half of long-term incentives were performance conditioned and measured over a multi-year period, and the percentage of PSUs will be increased in FY23.	No	No	No
CubeSmart	05/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cullen/Frost Bankers, Inc.	04/26/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal/home security perquisites to the CEO.	Yes	Yes	No
Cummins Inc.	05/09/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of pay is conditioned on clearly disclosed financial performance metrics, and performance targets were set at more rigorous levels than the prior year.	No	No	No
Curtiss-Wright Corporation	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Although a concern is noted, a vote AGAINST this proposal is warranted because: * The company provided an excessive financial planning perquisite to the CEO; * The company's change-in-control agreements with certain executives contain an auto-accelerated equity vesting provision; and * There is a lack of full disclosure of STI and LTI metrics and goals.	Yes	Yes	No
CVS Health Corporation	05/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and auto-related perquisites to the CEO.	Yes	Yes	No

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Danaher Corporation	05/09/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial goals and half of the targeted long-term incentives are performance-based and utilize a multi-year performance period.	No	No	No		
Darling Ingredients Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
Datadog, Inc.	06/08/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
DaVita Inc.	06/06/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No		
Deere & Company	02/22/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The company's STI program continues to be primarily based on objective metrics. The performance-based portion of the LTI program (LTIC and PSUs) appeared to be less than majority of the entire LTI plan for the year in review, though they rely on multiyear performance periods with pre-set goals.	No	No	No		
Dell Technologies Inc.	06/20/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Delta Air Lines, Inc.	06/15/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No		
DENTSPLY SIRONA Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The company granted several entirely time-based one-time equity awards during the year in review, including to the new CEO and it is not clear what percentage of the new CEO's FY23 equity award will be performance-conditioned. Furthermore, the compensation committee used its discretion to increase annual incentive payouts despite below threshold performance, although final payouts were still awarded well below target. Despite these concerns, previous PRSUs awards were not earned as performance was achieved below threshold and CEO pay and company performance are reasonably aligned during the year in review.	No	No	No		
Devon Energy Corporation	06/07/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set financial metrics and, in the case of long-term incentives, are measured over a multi-year performance period.	No	No	No		
DexCom, Inc.	05/18/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial goals, and equity awards are half-performance based.	No	No	No		
Diamondback Energy, Inc.	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily based on pre-set objective goals, with PSUs utilizing a multi-year performance period. In addition, the PSU payouts are capped at target for negative absolute TSR results.	No	No	No		
Dick's Sporting Goods, Inc.	06/14/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
Digital Realty Trust, Inc.	06/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review, annual incentives were primarily based on pre-set objective targets and a majority of the long-term incentives are performance contingent.	No	No	No		
Discover Financial Services	05/11/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No		

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DISH Network Corporation	04/28/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company repriced outstanding stock options in the past year without prior shareholder approval. Furthermore, concerns remain with respect to the magnitude of the board chair's personal use of company aircraft perquisite and the absence of risk mitigating provisions.	Yes	No	No	
DocuSign, Inc.	05/31/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although a number of positive features are noted in the annual pay program, the company made a number of problematic grants to new executives amid significant executive transition. The new CEO received a large time-vested equity grant upon appointment which merely utilizes a one-year vesting period. The new CEO also received a much larger performance equity grant that, although appears to utilize rigorous performance criteria, is significant in size, contributing to the \$128 million in equity he received in FY23 (Public Fund Advisory Services calculations). Other new NEOs also received significant new-hire awards, though these consist entirely of time-vested equity that also utilize a relatively short vesting period. These other NEOs, on top of new-hire awards, also received retention awards in FY23, to which the proxy provides no disclosure into why retention grants to newly-hired NEOs would be necessary.	Yes	No	No	
Dolby Laboratories, Inc.	02/07/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Dollar General Corporation	05/31/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are entirely performance-based. In addition, half of the targeted long-term incentive award is performance-based, with half of the performance awards utilizing a multiyear performance period. However, the majority of long-term incentives for the new CEO consists of time-based options due to a promotion award, based on Public Fund Advisory Services valuation, and half of the performance-based LTI utilizes a one-year performance period.	No	No	No	
Dollar Tree, Inc.	06/13/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns raised by the size of new Executive Chairman and CEO Dreiling's equity awards, which the company values at \$135.6 million, approximately 11.5 times the median total CEO pay at ISS-selected peers. These concerns are magnified as the award consists entirely of time-based stock options. Additionally, the company provided an excessive personal aircraft use perquisite to the CEO.	Yes	No	No	
Dominion Energy, Inc.	05/10/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are largely based on pre-set financial metrics, and the vast majority of long-term awards are performance-based, utilizing a multi-year measurement period.	No	No	No	
Domino's Pizza, Inc.	04/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount for the CEO's corporate aircraft-related perquisites. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No	
DoorDash, Inc.	06/20/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Dover Corporation	05/05/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No	
Dow Inc.	04/13/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No	

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DraftKings, Inc.	05/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual incentive program is entirely based on objective goals, there are concerns surrounding the lack of disclosed forward-looking goals for sizable retention awards granted to NEOs in FY22. In addition, the annual-cycle equity awards are entirely time based. Further, concerns are also raised with respect to the tax gross-up and excessive personal use of corporate aircraft and personal/home security perquisites provided to the CEO.	Yes	No	No
Driven Brands Holdings Inc.	05/08/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Dropbox, Inc.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DTE Energy Company	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. The majority of CEO pay is conditioned on clearly disclosed objective performance metrics and the majority of the CEO's long-term equity grants are conditioned on long-term financial performance goals.	No	No	No
Duke Energy Corporation	05/04/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are primarily based on pre-set objective metrics, and a majority of the long-term incentives are performance-based over a multi-year performance period.	No	No	No
Dun & Bradstreet Holdings, Inc.	06/15/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted in light of an unmitigated pay-for-performance misalignment. Although the annual incentive program is sufficiently tied to rigorous objective performance criteria, there are significant concerns with the magnitude and structure of the long-term incentives. Specifically, retention grants to the NEOs were outsized and, in addition the NEOs' annual LTI grants for FY22, significantly elevated pay for four of the five NEOs, including the CEO. Further, although FY22 equity grants were entirely tied to performance conditions, the performance shares utilized a short-one year period and the option grant share price hurdle does not require sustained performance.	Yes	No	No
DuPont de Nemours, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the continued provision of an inordinate amount of personal use of corporate aircraft perquisite to the CEO. Further, the company maintains agreements that contain an excessive severance provision.	Yes	Yes	No
East West Bancorp, Inc.	05/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
EastGroup Properties, Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Eastman Chemical Company	05/04/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Eaton Corporation plc	04/26/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Despite some adjustments to the annual incentive payouts, these awards were earned below target and half of the company's long-term equity grants remain based on objective long-term company performance.	No	No	No
eBay, Inc.	06/21/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No

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Ecolab Inc.	05/04/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Despite not receiving an annual incentive payout, a pay-for-performance misalignment was identified, largely because of an increase in the CEO's equity award value. Equity grants remained majority time-based, per Public Fund Advisory Services' valuation, and the CEO received a larger grant, both as a dollar value and as a number of shares/options, than in the prior year. Lastly, the committee made a sizable, time-based stock grant to another NEO for the second consecutive year.	Yes	No	No		
Edison International	04/27/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay declined year-over-year and the committee incorporated additional performance equity into the program, bringing total LTI grants to half performance-based shares. While certain goal rigor concerns remain, including a relative TSR metric targeting merely median performance, vesting outcomes were reasonable for the year in review. Short-term incentives were based on a primarily objective scorecard, although investors would benefit from additional disclosure of threshold and maximum goals for most metrics.	No	No	No		
Edwards Lifesciences Corporation	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and performance are reasonably aligned. While some concerns remain regarding regular annual equity grant practices, annual incentives returned to being predominantly based on pre-set objective metrics.	No	No	No		
Elanco Animal Health Incorporated	05/18/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Element Solutions Inc	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual and long-term incentives are predominantly based on pre-set, objective performance metrics, the committee made discretionary adjustments to allow for annual incentive payouts that otherwise would have been forfeited. Additionally, the committee granted an additional special equity award upon the vesting of the special award granted in FY19. Investors generally expect for special awards to be used sparingly, and the magnitude of the CEO's special award in FY22 was excessive. In addition, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives. Equity awards allow for auto-accelerated vesting upon a change-in-control event, and excessive differentials between CEO pay and the pay of other named executive officers at the firm.	Yes	No	No		
Elevance Health, Inc.	05/10/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned, and the majority of CEO pay is conditioned on objective financial performance metrics.	No	No	No		
Eli Lilly and Company	05/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns remain regarding relative TSR awards that target median performance with no payout cap if absolute TSR is negative. However, equity awards were entirely performance-conditioned with multi-year performance periods and annual incentives were based on pre-set objective metrics.	No	No	No		
Emerson Electric Co.	02/07/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While concerns are noted about the discretionary nature of the annual incentive awards, pay and performance are reasonably aligned at this time, long-term equity awards are entirely performance-based, and the annual incentives will transition from discretionary to formulaic next year.	No	No	No		
Encompass Health Corporation	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Enhabit, Inc.	06/28/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Enovis Corporation	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Enphase Energy, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness after last year's failed say-on-pay vote, making several positive changes to the incentive programs and improving certain disclosures in the proxy. Additionally, pay and performance are reasonably aligned for the year under review. Some concern exists that a portion of the PSUs continue to utilize a one-year performance period. However, the positive changes to the PSUs for FY23 strengthen the overall pay-for-performance alignment of the program.	No	No	No
Entegris, Inc.	04/26/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Entergy Corporation	05/05/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warrants as pay and performance are reasonably aligned at this time. Annual incentives were predominantly based on objective metrics and performance shares utilize a multi-year measurement period, with recent payouts commensurate with performance.	No	No	No
Envista Holdings Corporation	05/23/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
EOG Resources, Inc.	05/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of aggregate perquisites to the CEO, as well as tax gross-ups for the NEOs' travel-related expenses.	Yes	Yes	No
EPAM Systems, Inc.	06/02/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year under consideration. However, concerns exist regarding the structure of the STI and LTI programs, as annual incentives were determined with committee discretion in FY22, and equity awards remain entirely time-based.	No	No	No
EPR Properties	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual and long-term incentives were primarily based on objective metrics, although some concern is noted about the relative TSR PSUs, which target merely median performance with no disclosed cap on awards in the event of negative TSR. However, PSUs that vested in FY22 were forfeited when goals were unmet. Further, realizable pay outcomes over the most recent three-year period largely mitigate pay-for-performance concerns at this time.	No	No	No
EQT Corporation	04/19/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the period under review. Annual incentives were predominantly based on pre-set financial metrics and long-term incentives were majority performance-based.	No	No	No
Equifax Inc.	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee granted a \$25 million retention award to the CEO during the year in review, resulting in his reported pay more than doubling over the prior year. While the majority of the grant is performance-based, concerns are raised regarding goal rigor and disclosure. The relative TSR performance metric overlaps the annual LTI program, and many investors may not view the median TSR target to be particularly rigorous, especially for a special award. Further, \$5 million of the retention award has no forward-looking performance criteria. Lastly, concerns are raised as the company continues to provide the CEO with excessive corporate aircraft-related and financial/tax planning perquisites.	Yes	No	No

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Equinix, Inc.	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily tied to financial performance, with a portion of the performance shares tied to TSR measured over a multi-year performance period. However, there are some concerns regarding the lack of TSR payout cap for negative returns, as well as the fact that the majority of performance-shares are based on the same metrics, goals and one-year performance period as the annual incentives.	No	No	No	
Equitable Holdings, Inc.	05/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, considering the excessive automobile-related and financial planning-related perquisites featured in the compensation plan.	Yes	Yes	No	
Equity LifeStyle Properties, Inc.	04/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Equity Residential	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements with certain executives that provide for modified single-trigger cash severance.	Yes	Yes	No	
ESAB Corporation	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided an inordinate amount of personal aircraft use and financial planning perquisites to the CEO.	Yes	Yes	No	
Essential Utilities, Inc.	05/03/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Essex Property Trust, Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and company performance are reasonably aligned at this time. Half of the annual incentives are based on objective metrics and the performance equity awards utilize a multi-year measurement period, although there is some concern regarding incomplete goal disclosure for the STI plan and the relative TSR portion of the LTIP, which targets the index.	No	No	No	
Etsy, Inc.	06/14/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time, and annual incentives are predominantly tied to objective metrics. Beginning in 2022, CEO Silverman is eligible for annual equity grant, half of which is performance-based.	No	No	No	
Euronet Worldwide, Inc.	05/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern surrounding the LTI structure, as a relatively small portion of total equity awards vest based on a true, multi-year performance period. Additionally, the CEO's equity awards increased amid sustained TSR underperformance. However, equity awards are entirely performance-conditioned and forward-looking goals are disclosed. Additionally, the STI program is entirely based on an objective financial metric with a rigorous target and maximum payouts under the program are substantiated by generally strong financial performance in FY22. Continued close monitoring of the LTI program and equity award magnitude is warranted.	No	No	No	
Evercore Inc.	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains change-in-control agreements that contain an excise tax gross-up provision; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards.	Yes	Yes	No	
Everest Re Group, Ltd.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Some concerns exist regarding the heavy weighting of individual performance in the annual incentive program, as well as the annual performance periods used for the majority of performance shares. However, annual incentives continue to be primarily based on a pre-set objective metric, and equity awards are half performance-based with forward-looking targets.	No	No	No	

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Evergy, Inc.	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based primarily on pre-set financial goals, and long-term incentives were majority performance-based.	No	No	No
Eversource Energy	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Though relative TSR continued to target median performance with no payout cap if absolute TSR is negative, equity awards were majority performance-conditioned with multi-year performance periods and annual incentives were primarily based on pre-set performance goals.	No	No	No
Exact Sciences Corporation	06/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain excessive severance basis and single trigger change-in-control provisions. Equity awards also allow for auto-accelerated vesting upon a change-in-control event. Lastly, the company provided sizable perquisites to the CEO.	Yes	Yes	No
Exelixis, Inc.	05/31/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Exelixis, Inc.	05/31/2023	Management	Yes	33	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	Yes	No	No
Exelon Corporation	04/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
Expedia Group, Inc.	05/31/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A lack of at-risk, performance-based pay elements under the compensation program underscores a pay-for-performance misalignment for the year under review. Specifically, the company does not have a formal annual incentive program and NEOs received only fixed cash compensation for FY22. In addition, of the two NEOs that received performance-based equity awards in FY22, only one of those awards comprised a significant portion of the executive's equity mix. Further, the new CFO received a relatively large sign-on equity grant that lacks any performance conditions. These pay decisions are particularly concerning, given that investors increasingly prefer for a meaningful portion of executive incentive pay to be tied pre-set performance goals.	Yes	No	No
Extra Space Storage Inc.	05/24/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted although some concerns exist. The annual incentive plan lacks clear disclosure for the unweighted management goals. Further, there are concerns regarding the vesting rigor of PSUs for median performance which shareholders should continue to monitor. Nevertheless, a majority of the equity awards are performance-conditioned and measured over a multi-year period, and annual incentives are based on pre-set objective goals.	No	No	No
Exxon Mobil Corporation	05/31/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. CEO Woods' compensation again increased year-over-year, as the company delivered record earnings in 2022. However, concerns remain with the structure of the company's incentive plans. Award values continue to rely heavily on the committee's subjective assessment of performance, although the company provides certain considerations for executive pay decisions in the proxy. In addition, equity awards do not carry forward-looking performance vesting criteria, though awards use long time-vesting periods. Nevertheless, for the year in review, these structural concerns were mitigated by strong financial performance and the alignment between pay and performance for the year in review. However, the program's design and the potential for significant committee discretion warrant continued close monitoring, particularly should pay and performance not remain closely aligned.	No	No	No

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F.N.B. Corporation	05/10/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
F5, Inc.	03/09/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are identified regarding the long-term incentive plan, pay and performance are reasonably aligned for the year in review.	No	No	No
Fair Isaac Corporation	03/01/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to base the majority of its pay on objective financial performance, resulting in an alignment between CEO pay and company performance.	No	No	No
Fastenal Company	04/22/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted regarding the lack of performance-based equity, pay and performance are reasonably aligned at this time.	No	No	No
Federal Realty Investment Trust	05/03/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single-trigger change-in-control provision.	Yes	Yes	No
Fidelity National Financial, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Fidelity National Information Services, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote, the company contacted a substantial portion of its shareholders, disclosed specific details of engagement efforts, and made several meaningful changes to the compensation program to address concerns. In addition, annual incentives were entirely determined by pre-set financial metrics and long-term incentives were a majority performance conditioned. While some concern is raised by the FY22 PSUs' annual performance period, this concern is mitigated given the company's shift to a true multi-year performance period in FY23. Further, the newly appointed CEO's target compensation was set below her predecessor's, and below-target pay outcomes under both programs are generally aligned with company's financial and TSR performance. Given the recent CEO transition and significant pay program changes in FY23, continued close monitoring is warranted.	No	No	No
Fifth Third Bancorp	04/18/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and company performance remain reasonably aligned at this time. Additionally, pay outcomes under both the STI and LTI are commensurate with company performance; however, continued monitoring of the pay program is warranted given that concerns remain regarding the structure of both programs.	No	No	No
First American Financial Corporation	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Citizens BancShares, Inc.	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Hawaiian, Inc.	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Horizon Corporation	04/25/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Industrial Realty Trust, Inc.	05/03/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
First Solar, Inc.	05/09/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set metrics, and the long-term incentives are based on multi-year performance, although there is some concern regarding incomplete goal disclosure in the STI and LTI plans.	No	No	No

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FirstEnergy Corporation	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance was reasonably aligned for the year in review. Short-term and long-term incentives are entirely performance-based and primarily tied to objective measures for most NEOs. CEO Somerhalder's equity awards are predominantly time-based due to his interim service, but CEO pay will be normalized in 2023 after a permanent CEO assumes the role.	No	No	No
Fiserv, Inc.	05/17/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. Although a concern is noted, annual incentives are entirely based on financial goals, and long-term incentives are half performance-based and utilize a multi-year measurement period. In addition, relative TSR awards target above-median performance with payouts capped at target for negative absolute results.	No	No	No
Five9, Inc.	05/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In connection with the CEO transition, the new CEO and several NEOs received relatively large equity grants resulting in a misalignment between executive pay and company performance, a significant portion of which was in time-vested equity. Furthermore, the long-term incentive awards are based on quarterly and annual performance periods instead of multi-year performance.	Yes	No	No
FLEETCOR Technologies, Inc.	06/09/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The committee demonstrated poor responsiveness to last year's failed say-on-pay vote result, which marked the fourth failed vote result in six years. Further, an unmitigated pay-for-performance misalignment exists for the year in review. The STI and LTI lack disclosure of several quantified target goals, and a significant portion of the STI for non-CEO NEOs is based on somewhat vague and/or qualitative goals. Additionally, while the CEO did not receive equity awards following a front-loaded grant in 2021, other NEOs received majority time-vesting equity after accounting for additional time-vesting stock option awards. Lastly, performance equity utilizes an annual performance period and one LTI metric and performance period overlaps with the STI program.	Yes	No	No
Flowers Foods, Inc.	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
FMC Corporation	04/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. While some concerns are noted in the long-term incentive plan, annual incentives are largely based on pre-set objective measures and a majority of the equity awards were performance-based.	No	No	No
Ford Motor Company	05/11/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate total amount of perquisite compensation reported for the CEO and the gross-up cost incurred for the CEO's car allowance.	Yes	Yes	No
Fortinet, Inc.	06/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review, and annual incentives were entirely performance-based. Although the 2022 long-term incentives are entirely time-based, half of the 2023 LTI awards are based on relative TSR performance over multi-year periods.	No	No	No

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Fortive Corporation	06/06/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Elevated CEO pay amidst lagging long-term returns and structural concerns with respect to the short- and long-term incentive programs underscore a pay-for-performance misalignment for the year under review. Individual performance goals account for a significant portion of annual incentives and disclosure of specific targets and achievements is limited. Further, a provision under the LTI program allowing PSUs tied to relative TSR to be earned at the minimum level despite below-threshold performance has resulted in minimum level payouts for the past two closing performance cycles, despite failure to achieve threshold relative TSR. Lastly, the remainder of PSUs are based on an annually set performance target that overlaps with the STI program.	Yes	No	No		
Fortune Brands Innovations, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Freeport-McMoRan, Inc.	06/06/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted, as pay and performance are reasonably aligned for the year in review.	No	No	No		
Frontier Communications Parent, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-up related to relocation benefits.	Yes	Yes	No		
FTI Consulting, Inc.	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No		
Gaming and Leisure Properties, Inc.	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal aircraft use perquisite to the CEO.	Yes	Yes	No		
Garmin Ltd.	06/09/2023	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Nevertheless, shareholders may continue to prefer that the company utilize a multi-year performance period for the performance-based RSUs to better align pay with long-term company performance.	No	No	No		
Garmin Ltd.	06/09/2023	Management	Yes	20	Advisory Vote on the Swiss Statutory Compensation Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that a focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis (Item 10). Accordingly, a vote FOR this proposal is warranted.	No	No	No		
Gartner, Inc.	06/01/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns are noted in the lack of disclosure and short performance period for the equity incentives. However, annual incentives are entirely based on financial measures, and a majority of the equity incentives are performance-conditioned.	No	No	No		
Gates Industrial Corporation Plc	06/08/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives continue to incorporate significant discretion and adjustments to financial metrics resulted in increased payouts in FY22. Further, equity awards do not disclose the forward-looking performance target for the largest portion of performance equity and the relative TSR portion targets merely median performance. Lastly, the committee made a sizable grant of time-based equity to NEOs, with limited rationale.	Yes	No	No		
Gates Industrial Corporation Plc	06/08/2023	Management	Yes	11	Approve Remuneration Report	For	Against	Against	Against	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote AGAINST is warranted.	Yes	No	No		
GE Healthcare Technologies, Inc.	05/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No		
Generac Holdings Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though some concerns exist regarding the LTI program, performance shares use multi-year performance periods and annual incentives were primarily based on pre-set financial metrics.	No	No	No		

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General Dynamics Corporation	05/03/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite and life insurance perquisite to the CEO.	Yes	Yes	No
General Electric Company	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate amount of multi-year relocation and tax expatriate benefits, as well as related tax gross-ups, paid to an executive.	Yes	Yes	No
General Motors Company	06/20/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive amount for the CEO's corporate aircraft-related, financial planning, and life insurance perquisites.	Yes	Yes	No
Genpact Limited	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The perquisite allowance granted to the CEO is excessive. * The company uses above-median benchmarking for target total compensation. * The performance goals/metrics for the company's short- and long-term incentive plans are not disclosed.	Yes	Yes	No
Gentex Corporation	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Genuine Parts Company	05/01/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisites to the CEO. In addition, there are some concerns regarding the use of the same one-year adjusted EBITDA goal for both the long-term and annual incentives.	Yes	Yes	No
Gilead Sciences, Inc.	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern regarding incentive goal rigor is raised, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ginkgo Bioworks Holdings, Inc.	06/16/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Global Payments Inc.	04/27/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. After last year's say-on-pay proposal failed to receive majority support, the compensation committee demonstrated adequate responsiveness to shareholder concerns. In addition, a pay-for-performance misalignment exists for the year under review, but certain factors have been identified that mitigate the concern. There is some concern surrounding an increase in pay opportunities amidst long-term TSR underperformance, high maximum FY22 PSU opportunities and forward-looking LTI disclosure. However, annual incentives were tied to rigorous financial performance metrics and closing-cycle PSUs vested below target due to relative TSR underperformance. Changes to the long-term incentive program in FY23 will significantly lower the maximum payout opportunity for PSUs, and closing-cycle PSU disclosure improved, though investors may expect additional goal disclosure improvement. Continued monitoring of the pay program is warranted given increasing pay opportunities, disclosure considerations, and forward-looking pay program changes.	No	No	No
Globe Life Inc.	04/27/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are primarily based on company performance. In addition, approximately half of the long-term incentives are performance-based with pre-set, disclosed goals measures over a multi-year period. However, the potential for discretionary adjustment of the STI payouts, reliance on the same metrics in both the STI and LTI, the practice of granting LTI as a percentage of market cap, and the potential pay outcomes associated with the co-CEO structure warrant further monitoring.	No	No	No
Globus Medical, Inc.	06/07/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
GoDaddy Inc.	06/07/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's home and personal security benefits.	Yes	Yes	No

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Graco Inc.	04/28/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Grand Canyon Education, Inc.	06/20/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Graphic Packaging Holding Company	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, votes FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Grocery Outlet Holding Corp.	06/20/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
GXO Logistics, Inc.	05/24/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Halliburton Company	05/17/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The committee was sufficiently responsive to last year's failed say-on-pay vote, making changes to the long-term incentive program to address certain shareholder feedback points. Further, pay and performance were reasonably aligned for the year in review.	No	No	No
Hasbro, Inc.	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received gross-ups related to relocation benefits.	Yes	Yes	No
Hawaiian Electric Industries, Inc.	05/05/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
HCA Healthcare, Inc.	04/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were entirely determined by objective financial and quality measures, with clear disclosure of metrics, weightings, and achieved results. In addition, while the majority of the CEO's long-term incentive was time-vesting (based on Public Fund Advisory Services' valuation), PSUs are measured over a three-year period.	No	No	No
Healthcare Realty Trust, Inc.	06/05/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Healthpeak Properties, Inc.	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Regular annual equity grants are entirely performance conditioned and the company will increase the overall weighting of quantitative financial metrics in the annual incentive program for FY23.	No	No	No
HEICO Corporation	03/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The lack of any performance-vesting requirements for long-term awards granted; * Significant discretionary contributions are made to the CEO's non-qualified deferred compensation plan; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The absence of risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
HEICO Corporation	03/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The lack of any performance-vesting requirements for long-term awards granted; * Significant discretionary contributions are made to the CEO's non-qualified deferred compensation plan; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The absence of risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No

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Henry Schein, Inc.	05/23/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Following the prior year's relatively low say-on-pay support, the company reintroduced PSUs for FY22, and further increased the portion of PSUs granted to the CEO and other NEOs for FY23. Furthermore, while shareholders would benefit from increased disclosure of the forward-looking performance targets underlying the PSU grants, performance targets are disclosed retroactively and annual incentive awards remain based primarily on an objective financial performance metric.	No	No	No
Hess Corporation	05/17/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set metrics, and the long-term incentives are based on multi-year performance with the relative TSR PSUs targeting above-median performance.	No	No	No
Hewlett Packard Enterprise Company	04/05/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
HF Sinclair Corporation	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Highwoods Properties, Inc.	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hilton Worldwide Holdings Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Hologic, Inc.	03/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given the alignment between pay and performance for the year in review. Annual and long-term incentives are primarily performance-based, with performance awards utilizing a multi-year performance period and a payout cap on TSR PSUs for absolute negative results. While the company disclosed the rationale for reduced targets, continued monitoring of the pay program is warranted as payout opportunities were concurrently reduced.	No	No	No
Honeywell International Inc.	05/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee was sufficiently responsive to last year's low say-on-pay vote, engaging with shareholders and disclosing their feedback as well as making a commitment not to repeat the action investors found problematic. Further, sufficient positive factors were found to mitigate the pay-for-performance misalignment for the year in review. CEO pay was elevated partially due to the previous decision to adjust in-progress equity awards, but the committee limited the vesting of the closing cycle award, as promised. Annual incentives were primarily based on financial performance and long-term incentives were targeted to be half performance-based. The committee also returned to a three-year measurement period for performance equity.	No	No	No
Hormel Foods Corporation	01/31/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time, though there are continuing concerns noted regarding the long-term incentive program's rigor.	No	No	No
Host Hotels & Resorts, Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and long-term incentives are primarily performance-based and utilize a multiyear performance period, although the TSR performance shares merely target median performance.	No	No	No

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Howmet Aerospace Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following the prior year's relatively low say-on-pay vote and subsequent engagement with shareholders, the company entered into a new letter agreement with CEO Plant that will align his annual cash and equity awards to the schedule of other NEOs starting in FY23 and removes an entitlement to excessive change-in-control severance payments. Additionally, beginning in 2023 the company will revert performance-based equity grants to be measured over a three-year period rather than the average of three one-year periods. While these changes are reflective of shareholder feedback, Plant's letter agreement also continues to provide sizeable incentive award opportunities. Continued monitoring of pay outcomes is warranted.	No	No	No
HP Inc.	04/24/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were largely based on pre-set objective metrics. In addition, the majority of equity awards were performance-conditioned and utilized multi-year performance periods.	No	No	No
Hubbell Incorporated	05/02/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
HubSpot, Inc.	06/06/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Humana Inc.	04/20/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. While shareholders could benefit from greater disclosure of certain targets, annual incentives and equity awards are largely tied to objective performance goals.	No	No	No
Huntington Bancshares Incorporated	04/19/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Huntington Ingalls Industries, Inc.	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although there is some concern given the lack of forwardly disclosed metric weightings and targets for performance shares, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No
Huntsman Corporation	04/21/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
IAC Inc.	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
IDACORP, Inc.	05/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains legacy agreements that contain a modified single trigger change in control provision. Moreover, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
IDEX Corporation	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. There is some concern in the LTI plan where target awards may be earned for merely median TSR performance. However, annual incentives were largely based on pre-set financial measures and performance shares utilize a multi-year measurement period.	No	No	No
IDEXX Laboratories, Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Although concern is noted about the predominantly time-based long-term incentive awards, annual incentives were primarily determined by pre-set financial metrics and below-target STI payouts were aligned with actual performance.	No	No	No
Illinois Tool Works Inc.	05/05/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the majority of CEO pay is conditioned on clearly disclosed objective performance metrics and CEO pay is reasonably aligned with company performance.	No	No	No

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Illumina, Inc.	05/25/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	The unquantified nature of the potential upside of retaining GRAIL, the continuing expense of holding GRAIL separate, the relationship between the CEO and Chairman, and questions about insufficient management accountability lead to a conclusion that the dissident has made a case that change is warranted to enhance shareholder representation in the boardroom and bolster the board's credibility. Votes are warranted FOR dissident nominee Andrew Teno and management nominees Frances Arnold, Francis deSouza, Caroline Dorsa, Robert Epstein, Scott Gottlieb, Gary Guthart, Philip Schiller, and Susan Siegelare on the dissident (GOLD) card.	No	No	No
Illumina, Inc.	05/25/2023	Management	Yes	34	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Against	Against	A vote AGAINST this proposal is warranted. Significant concerns are raised regarding the special, one-time stock options award made to the CEO. Specifically, the special awards do not carry performance vesting criteria, and these concerns are magnified by the size of the CEO's award, valued by the company at \$12.5 million. Moreover, although the annual LTI is primarily linked to multi-year performance goals, the proxy does not disclose forward-looking EPS targets for the performance shares granted during the year under review, which prevents investors from fully assessing goal rigor.	No	No	No
Incyte Corporation	06/14/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the concerns raised with respect to the tax gross-up for the CEO's financial/tax advisory services.	Yes	Yes	No
Ingersoll Rand Inc.	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives were based on financial performance, specific targets and actual quantified results were not disclosed, hindering investors' ability to analyze goal rigor. Further, for FY22, the committee used discretion to increase payouts, including to the CEO. More concerning however, is a special grant made to CEO Reynal, with limited rationale. While the award is contingent upon rigorous performance goals, the magnitude is outsized and grant values disclosed in proxy pay tables do not yet include additional stock options that were granted in early 2023. The award also appears to be made in addition to regular annual grants, as the CEO also received an annual equity award in FY22.	Yes	No	No
Ingredion Incorporated	05/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Insulet Corporation	05/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. The annual incentive plan is predominantly based on pre-set objective measures. LTI awards are primarily performance-conditioned for the CEO, with the exception of the new CEO's sign-on equity grant in FY22.	No	No	No
Integra LifeSciences Holdings Corporation	05/12/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.	Yes	Yes	No
Intel Corporation	05/11/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the large magnitude of the financial planning and automobile-related perquisites provided to the CEO.	Yes	Yes	No
Interactive Brokers Group, Inc.	04/20/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Intercontinental Exchange, Inc.	05/19/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. A majority of short- and long-term incentives are based on objective performance criteria, with performance targets set above corresponding targets and actual performance for the previous year. However, executives can receive target payouts of TSR-based PSUs for performance at the index median, which shareholders typically do not view as a particularly rigorous goal, and there does not appear to be a cap on payouts in the event that absolute TSR is negative.	No	No	No

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International Business Machines Corporation	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company provides excessive amount for the CEO's personal aircraft use and aggregate miscellaneous perquisites.	Yes	Yes	No
International Flavors & Fragrances Inc.	05/03/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned at this time, and payouts under both the annual and long-term incentive programs are commensurate with company performance and shareholder outcomes.	No	No	No
International Paper Company	05/08/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual and long-term incentives are based on objective financial performance metrics and were earned below target during the year in review, aligned with company performance.	No	No	No
Intuit Inc.	01/19/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics and half of the long-term incentive award is performance-based. In addition, long-term performance shares utilize a three-year measurement period and payouts are generally capped at target for negative absolute TSR performance.	No	No	No
Intuitive Surgical, Inc.	04/27/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. That being said, concerns exist related to the lack of disclosure of target goals in the long-term incentive plan and the use of a discretionary assessment in the short-term plan.	No	No	No
Invesco Ltd.	05/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern regarding the annual incentive award determination process, which incorporates a significant degree of discretion, and the lack of certain key disclosures, most notably threshold and maximum financial goals. However, these concerns have not contributed to a quantitative pay-for-performance misalignment for the year in review and the decrease in CEO performance year pay is directionally aligned with generally weaker company performance in FY22. Additionally, the majority of long-term incentives are based on clearly-disclosed multi-year goals, the LTI's relative TSR metric targets outperformance and performance shares are capped at target if absolute TSR is negative. On balance, a cautionary vote FOR this proposal is warranted. Continued close monitoring of the incentive determination structure and pay outcomes is warranted, particularly given the recently announced CEO transition.	No	No	No
Invitation Homes, Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment is driven by the value of the CEO's "outperformance" equity award, which the company grants periodically, and which is supplemental to his regular annual LTI awards. Although the award is based on multi-year TSR goals, a "lock-in" feature allows at least a portion of the award to be earned at two different measurement dates, reducing the rigor of the award. Moreover, the FY22 outperformance award was granted one day after the end of the measurement period for his FY19 outperformance award, raising concerns over the use of frequent non-annual equity awards to boost pay opportunities.	Yes	No	No
Ionis Pharmaceuticals, Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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IPG Photonics Corporation	05/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some disclosure concerns are noted under both incentive programs, annual incentives were primarily determined by pre-set objective metrics, and half of the long-term incentives are performance conditioned with multi-year performance periods. In addition, below-target payouts under both programs were generally aligned with financial and TSR underperformance for the period in review.	No	No	No
IQVIA Holdings Inc.	04/18/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
Iron Mountain Incorporated	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There are some concerns with the LTI program. Operational PSUs under the core plan utilize annual measurement periods and there is a second vesting route which provides for exceedingly high vesting opportunities. Additionally, the relative TSR metric targets median and forward-looking operational PSU goals are not disclosed. However, pay and performance are reasonably aligned for the year in review. Additionally, STI awards are predominantly based on pre-set goals, and the large majority of LTI awards are performance-conditioned. Further PSUs include a vesting cap if absolute TSR is negative. On balance, a vote FOR this proposal is warranted, with caution. Continued close monitoring of the LTI program structure, disclosure, and payouts is warranted.	No	No	No
ITT Inc.	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
J.B. Hunt Transport Services, Inc.	04/27/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives appear to be entirely performance based. However, concerns remain regarding certain elements of the long-term incentive plan, including lack of disclosure of targets and results as well as the utilization of an annual performance period for the majority of the long-term incentives.	No	No	No
Jabil Inc.	01/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Jacobs Solutions, Inc.	01/24/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Jamf Holding Corp.	05/23/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns raised with respect to the lack of performance vesting conditions for equity awards, above-median benchmarking, and a lack of risk mitigators.	Yes	Yes	No
Janus Henderson Group Plc	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
JBG SMITH Properties	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	The Compensation Committee demonstrated adequate responsiveness to shareholder concerns following last year's low say-on-pay vote result. The company engaged with investors following the annual meeting, specific shareholder feedback is disclosed, and changes to the compensation program, including changes to the STI program detailed in a supplemental filing, appear to address shareholder concerns. There are some pay program concerns which warrant continued close monitoring. Specifically, the structure of the STI program makes it difficult to assess goal rigor, and the rigor of appreciation-based LTIP units is questionable over the ten-year term of the award, particularly given that the structure replaces a relative TSR metric which targeted outperformance. Nevertheless, the STI is predominantly based on quantified goals, and the supplemental filing details some disclosure and structural improvements for the FY23 STI program (though this will be analyzed next year in the context of FY23 pay decisions). Further, half of LTI awards are performance-conditioned, and closing cycle equity awards vested below target, in line with company performance, mitigating pay-for-performance concerns. Accordingly, a vote FOR this proposal is warranted, with caution. Given certain STI and LTI concerns noted above and forward-looking pay program changes, continued close monitoring is warranted.	No	No	No	
Jefferies Financial Group Inc.	03/29/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The company demonstrated sufficient responsiveness to last year's low support for this proposal by disclosing engagement efforts, specific feedback from shareholders, and certain changes that appear to address shareholders' expressed concerns. However, a vote AGAINST this proposal is warranted. There is an unmitigated pay-for-performance misalignment. The company's framework for determining total incentive pay incorporates a significant degree of committee discretion, lacks key disclosures, and provides for outsized pay opportunities for the CEO and president. The president and CEO each received \$25.0 million retention equity awards that were entirely in the form of time-based shares. Furthermore, the company provided an inordinate amount of personal use of corporate aircraft and automobile perquisites to the CEO.	Yes	No	No	
JetBlue Airways Corporation	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Johnson & Johnson	04/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No	
Johnson Controls International Plc	03/08/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's personal aircraft use perquisites.	Yes	Yes	No	
Jones Lang LaSalle Incorporated	05/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
JPMorgan Chase & Co.	05/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following last year's failed say-on-pay vote result, the committee demonstrated adequate responsiveness by disclosing engagement efforts, transparent shareholder feedback, and making positive pay program commitments and changes that addressed shareholders' primary concerns, most notably by committing to not grant any future special awards to the CEO or president. However, a vote AGAINST this proposal is warranted due the provision of a large magnitude of aircraft-related perquisite to the CEO.	Yes	Yes	No	
Juniper Networks, Inc.	05/10/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are primarily based on objective metrics. However, concerns are raised that only a minority of long-term equity awards are tied to performance for the year in review.	No	No	No	

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KBR, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kemper Corporation	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Keurig Dr Pepper Inc.	06/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.	No	No	No
KeyCorp	05/11/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as CEO pay and company performance are reasonably aligned at this time. Although there are some concerns with the LTI program, annual incentives are primarily linked to pre-set financial metrics, and the vast majority of the LTI program is performance-contingent. Additionally, total performance pay decreased on the year, directly aligned with 2022 performance.	No	No	No
Keysight Technologies, Inc.	03/16/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual and long-term incentives are primarily performance-based, and equity awards rely on multi-year performance periods.	No	No	No
Kilroy Realty Corporation	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following low support for last year's say-on-pay vote, the committee demonstrated adequate responsiveness to shareholder concerns by committing to frame future severance arrangements to align with peer practices. Nevertheless, an AGAINST vote is warranted as there is an unmitigated pay-for-performance misalignment underscored by significant concerns regarding the magnitude of the CEO's pay opportunities amid sustained underperformance, in addition to disclosure and rigor concerns. CEO Kilroy's relatively high base salary and target annual incentive contributed to sizable annual incentive award earned whereas the program lacks key disclosures, such as per-metric weightings and threshold/maximum goals, and individual payouts appear to be ultimately based on committee discretion. Moreover, performance equity awards are based on a primary metric that utilizes on a one-year performance period. Lastly, concerns are raised with respect to the sizable automobile-related and life insurance-related perquisites provided to the CEO.	Yes	No	No
Kimberly-Clark Corporation	04/20/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year under review, and incentive programs are largely tied to objective performance metrics.	No	No	No
Kimco Realty Corporation	04/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned, and the majority of pay is conditioned on objective financial performance. The majority of equity awards are conditioned on long-term performance goals, although shareholders may benefit from a more rigorous relative TSR metric, as the current metric targets mere median performance and does not cap payouts in the event absolute TSR is negative.	No	No	No
Kinder Morgan, Inc.	05/10/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. However, shareholders would benefit from improved transparency surrounding the annual incentive program.	No	No	No
Kirby Corporation	04/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Knight-Swift Transportation Holdings Inc.	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
L3Harris Technologies, Inc.	04/21/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given the following: * The company reported an excessive amount for the CEO's automobile and financial planning perquisites; and * The company did not provide complete disclosure on the long-term incentive performance goals.	Yes	Yes	No

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Laboratory Corporation of America Holdings	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft, automobile-related, and financial planning perquisites to the CEO.	Yes	Yes	No
Lamar Advertising Company	05/10/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO is considered excessive, notably the personal use of corporate aircraft and total aggregate perquisites.	Yes	Yes	No
Landstar System, Inc.	05/10/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Las Vegas Sands Corp.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following low say-on-pay support last year, the board did not make any meaningful changes to address shareholders' expressed concerns. Moreover, there are persistent pay structure concerns that underscore a pay-for-performance misalignment. The CEO's base salary and target STI opportunity are outsized, and recent changes to the STI program reduce the importance of objective financial metrics. The regular LTI awards are based on the same short-term goals as the STI program, and the CEO's equity grant value was relatively large. There are also ongoing concerns regarding pay benchmarking practices, perquisites, and gross-ups. Several of the above concerns persist despite recent negative shareholder feedback on those issues. In light of these issues, a vote AGAINST this proposal is warranted. Shareholders are further advised to "withhold" votes from incumbent board members (see Item 1).	Yes	No	No
Lazard Ltd	04/27/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Lear Corporation	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Leidos Holdings, Inc.	04/28/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned at this time. Annual and long-term incentives are primarily performance-based with the majority of performance shares utilizing multi-year performance periods. Some concerns remain under the STI related to goal rigor and disclosure of certain metrics, and under the LTI for the absence of an award cap for negative absolute TSR, relative awards that target median performance, and the annual performance period utilized in the PRSU award.	No	No	No
Lennar Corporation	04/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST the proposal is warranted. The company utilizes a co-CEO structure in addition to employing an Executive Chairman, whose total target pay opportunity is set above the pay of both CEOs. The concerns with this structure, which pays three executives at a CEO level, are further exacerbated by the annual bonus program, where payouts are not capped. The uncapped payouts in FY21 to each executive led to payouts at nearly double the total pay of peer CEOs, and year-over-year pay increases of over 50 percent. Although several positive changes were made to the incentive programs, shareholders may have expected a more significant reduction in total pay for its three highly paid executives.	Yes	Yes	No

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Lennar Corporation	04/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST the proposal is warranted. The company utilizes a co-CEO structure in addition to employing an Executive Chairman, whose total target pay opportunity is set above the pay of both CEOs. The concerns with this structure, which pays three executives at a CEO level, are further exacerbated by the annual bonus program, where payouts are not capped. The uncapped payouts in FY21 to each executive led to payouts at nearly double the total pay of peer CEOs, and year-over-year pay increases of over 50 percent. Although several positive changes were made to the incentive programs, shareholders may have expected a more significant reduction in total pay for its three highly paid executives.	Yes	Yes	No
Lennox International Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Life Storage, Inc.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lincoln Electric Holdings, Inc.	04/19/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lincoln National Corporation	05/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns are raised regarding the rigor of FY22 STI and LTI goal setting, as well as the company's retention award grant practices: multiple NEOs received retention awards, with one executive receiving multiple such awards in one year. However, rigor concerns in the annual-cycle LTI program appear to be fully addressed by changes for FY23, annual incentives were entirely based on pre-set objective metrics, and both annual and long-term incentives paid out below target in line with company performance. Based on these factors, in particular recent improvements to pay quantum and structure for the new CEO, the quantitative pay-for-performance misalignment is mitigated. Moreover, as disclosed in an 8-K, the company recently eliminated a problematic good reason definition that entitled the new CEO to severance upon her resignation for any reason following a change-in-control. Continued monitoring of goal rigor and equity award practices is warranted.	No	No	No
Lithia Motors, Inc.	04/20/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Littelfuse, Inc.	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Live Nation Entertainment, Inc.	06/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The annual bonus program was based entirely on a financial metric, though a concern is noted regarding the relatively high base salary and target bonus opportunity for the CEO. Though the LTI grant was entirely in performance equity, the metric was identical to the STI, including the performance period, though this concern is partially mitigated by the relatively reasonable grant value. Of significant concern, however, are the awards made in recognition of entering into new employment agreements with the company by the CEO and one NEO, who each received a discretionary cash bonus of \$6 million. On top of that, each received a large one-time equity grant with a value multiple times larger than the total CEO pay for the company's peer group. A large portion of each grant is time-based and the proxy lacks clear disclosure regarding the rationale for the size of the awards and other details necessary to assess them. Additionally, stock price goals do not require sustained performance above the target in order to vest, allowing the award to vest for any 60 nonconsecutive days the closing price exceeds the target over a five-and-a-half year period. The current structure could reward these executives for short-term or merely temporary increases in stock price. A vote AGAINST the proposal is further warranted because: * The company provided excessive personal aircraft use, personal/home security, and automobile-related perquisites to the CEO; * The total amount of perquisite compensation reported for the CEO is excessive; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
LKQ Corporation	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned. The company's STI and LTI programs are both entirely based on preset objective metrics although a concern is noted about the rigor of the metric used for a portion of the long-term incentives.	No	No	No
Lockheed Martin Corporation	04/27/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. In addition, the total amount of perquisite compensation reported for the CEO is deemed excessive.	Yes	Yes	No
Loews Corporation	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although there is some concern over incomplete disclosure of adjustments to the primary metric utilized under the STI and LTI programs, and the LTI metric is measured annually and overlaps with the STI metric, pay and performance are reasonably aligned at this time.	No	No	No
Louisiana-Pacific Corporation	04/28/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lowe's Companies, Inc.	05/26/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year under consideration. Though concerns continue regarding the LTI program, equity awards are half performance-conditioned with multi-year performance periods and annual incentives were based on pre-set financial and operational metrics.	No	No	No
LPL Financial Holdings Inc.	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
lululemon athletica inc.	06/07/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Lyft, Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Equity awards to all NEOs were majority time-vesting, with only the CEO and president receiving small PSU grants. Further, the portion of the CEO's equity awarded as performance units declined year-over-year. In addition, as the company does not maintain an annual incentive program, several of the NEOs do not have any strongly performance-based compensation. Lastly, the new CFO received a sizable time-vesting grant upon her hire and the company does not clearly disclose the breakdown between make-whole and inducement compensation.	Yes	No	No
LyondellBasell Industries N.V.	05/19/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concerns remain regarding the relative TSR metric for PSUs targeting median performance. Nonetheless, annual incentives are primarily linked to pre-set financial metrics and granted equity is half performance conditioned and uses multi-year performance periods.	No	No	No
M&T Bank Corporation	04/18/2023	Management	Yes	18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern regarding the discretionary nature of the incentive determination process, and the lack of key disclosures. Additionally, the committee lowered the weighting of multi-year performance equity under the LTI program and certain LTI goals are not disclosed. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review. Additionally, most of the metrics assessed for determining incentives were consistent and the largest component of CEO pay consists of performance-conditioned equity. Continued close monitoring of the incentive program structure is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure and disclosure.	No	No	No
Macy's, Inc.	05/19/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Manhattan Associates, Inc.	05/11/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ManpowerGroup Inc.	05/05/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Marathon Oil Corporation	05/24/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although shareholders would benefit from enhanced disclosure in the annual incentive program, both the annual and long-term incentive awards appear sufficiently performance based, and pay outcomes were reasonably in line with performance for the year in review.	No	No	No
Marathon Petroleum Corporation	04/26/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
Maravai LifeSciences Holdings, Inc.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Markel Corporation	05/17/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MarketAxess Holdings Inc.	06/07/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Concerns regarding the discretionary nature of the STI plan are mitigated as below target payouts were commensurate with the operating performance. In addition, half the equity awards are targeted to be performance-based.	No	No	No
Marriott International, Inc.	05/12/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay is reasonably aligned with performance at this time.	No	No	No

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Marsh & McLennan Companies, Inc.	05/18/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A qualitative review of incentive pay programs reveals mostly positive features, though certain aspects of disclosure could be improved. However, there are significant concerns regarding the committee's decision to amend the CEO's outstanding PSU awards in connection with his announced retirement. This discretionary decision provides more favorable vesting treatment of his outstanding awards and resulted in an incremental value disclosure of more than \$7 million and total CEO pay that is outsized at more than \$32 million. Recent enhancements to retirement benefits are considered a problematic practice and the committee has not disclosed a compelling rationale. Furthermore, concerns are raised as the company provided a large automobile perquisite to former CEO Glaser. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Martin Marietta Materials, Inc.	05/11/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Annual incentives appear to incorporate significant committee discretion, with no disclosure of the specific performance targets, weights, nor actual performance used to determine bonus payouts. The long-term incentive program has similar disclosure issues, with no disclosure of forward-looking performance targets for either financial metric. Further, closing cycle awards only provide the performance target and actual performance, but not threshold and maximum. These disclosure issues are particularly concerning for the year in review given above-target earnouts and the identified pay-for-performance misalignment.	Yes	No	No
Marvell Technology, Inc.	06/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Masco Corporation	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives were primarily based on pre-set, objective measures, and half of the long-term incentive value is targeted to be performance-conditioned, with multi-year goals.	No	No	No
Masimo Corporation	06/26/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Masimo Corporation	06/26/2023	Management	Yes	22	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an excessive amount for the CEO's home/personal security benefits. * The total amount of perquisite compensation reported for the CEO is excessive. * The company maintains agreements that contain a modified single trigger change in control provision.	No	Yes	No
MasTec, Inc.	05/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a single trigger change in control provision; * Equity awards to the CEO lack any performance-contingent pay elements; * Equity awards allow for auto-accelerated vesting upon a change in control; and * The company provided an excessive automobile perquisite to the CEO.	Yes	Yes	No
MasterBrand, Inc.	06/06/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mastercard Incorporated	06/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concerns exist regarding the high degree of discretion used in the STI program, as well as the rigor of performance awards. However, targets for the pre-set financial metrics for the STI were set above prior year achievement, equity awards remain majority performance-conditioned, and pay and performance were reasonably aligned for the year under consideration.	No	No	No

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Match Group, Inc.	06/22/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The company made mid-cycle changes to previously granted PSUs, changing the benchmark used for the awards. Though concerns are noted in the annual pay program, including a fully discretionary annual bonus and a minor modification to in-flight performance equity awards, these are mitigated for the year in review, as pay and performance are reasonably aligned. However, significant concern is noted regarding the CFO's employment agreement amendment, which increased his compensation for FY22 by providing for retention equity awards and, more notably, accelerated vesting of all time-vested equity awards, a problematic pay practice that undermines the retentive aspect of LTI awards. Additionally, concerns remain regarding the entirely discretionary bonus payouts under the annual incentive program.	Yes	No	No
Mattel, Inc.	05/15/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
McDonald's Corporation	05/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive amounts of corporate aircraft-related perquisite to the CEO and aggregate miscellaneous perquisites to certain NEOs.	Yes	Yes	No
MDU Resources Group, Inc.	05/09/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Merck & Co., Inc.	05/23/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
MetLife, Inc.	06/20/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although the weightings for the annual incentives are not disclosed, the company partially bases the annual incentives on a pre-set financial metric. Additionally, the majority of the long-term incentives are performance-based and utilize a multi-year performance period, although the company targets merely median performance for the relative TSR metric.	No	No	No
Mettler-Toledo International Inc.	05/04/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance were reasonably aligned for the year in review, although there is some concern about the lack of disclosure with regards to metric weightings for the annual incentive plan.	No	No	No
MGIC Investment Corporation	04/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
MGM Resorts International	05/02/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Micron Technology, Inc.	01/12/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal security perquisite to the CEO	Yes	Yes	No
Mid-America Apartment Communities, Inc.	05/16/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Though concerns continue to exist regarding the rigor of the LTI program, the majority of equity awards are performance conditioned with forward-looking targets, and TSR PSUs are capped at target if absolute TSR is negative. Additionally, annual incentives for the CEO were based on pre-set financial metrics.	No	No	No
Middleby Corporation	05/16/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Mirati Therapeutics, Inc.	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were earned below target and are based on pre-set objective measures, and half of the equity awards are performance-conditioned.	No	No	No
MKS Instruments, Inc.	05/16/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Moderna, Inc.	05/03/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's home/personal security benefits.	Yes	Yes	No

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Mohawk Industries, Inc.	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentive awards are entirely based on objective financial measures, with below target payouts aligned with recent performance, while annual equity grants are largely performance-based.	No	No	No
Molina Healthcare, Inc.	05/03/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay is reasonably aligned with performance. While shareholders would benefit from increased disclosure of the performance targets underlying the PSU grants, the majority of CEO pay remains conditioned on objective financial performance, and the recent above target payouts are aligned with the company's recent performance.	No	No	No
Molson Coors Beverage Company	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned. The majority of CEO pay is conditioned on objective performance metrics. Annual incentives were earned below target and the recently completed LTI performance period resulted in no PSUs vesting, indicating performance targets are sufficiently rigorous.	No	No	No
Mondelez International, Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related and financial planning perquisites to the CEO.	Yes	Yes	No
Monolithic Power Systems, Inc.	06/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. CEO pay as valued by Public Fund Advisory Services increased by more than 33 percent year-over-year, and was nearly three times the median CEO pay in the company-selected peer group. The company also utilizes a high maximum opportunity in the short- and long-term programs. With the annual bonus earned at maximum in FY22, the CEO received a payout at four times his target bonus opportunity. In addition, the company amended FY22 equity awards, switching to stock price goals with only limited rationale explaining why the original goals were no longer appropriate. While the new goals require an increase in stock price, they were awarded after a rather steep decline in price. Lastly, other NEO pay is also relatively high, as compared to the median peer CEO.	Yes	No	No
Monster Beverage Corporation	06/22/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were based largely on a pre-set financial objective as well as individual performance. However, compensating two co-CEOs each at the same level as one CEO can be costly to shareholders in terms of total executive compensation. Continued monitoring is also warranted for the committee's discretion in providing one-time bonuses.	No	No	No
Moody's Corporation	04/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives are primarily performance-based, while the long-term incentives are majority based on multi-year performance.	No	No	No

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Morgan Stanley	05/19/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some continuing concern regarding the impact of discretion in determining NEO incentive pay (which includes cash bonuses), and the lack of key disclosures, such as specific target and maximum award opportunities, pre-set target goals, and individual metric weightings. Additionally, the disclosed pay levels for the CEO's broad target total pay range increased significantly, which warrants continued monitoring. However, there are mitigating factors identified. In particular, CEO pay and company performance are reasonably aligned. Additionally, financial metrics considered under the performance assessment were generally consistent and the decrease in performance-year incentive pay is directionally aligned with somewhat weaker company performance year-over-year. Further, the large majority of equity awards are based on clearly-disclosed multi-year goals, and the relative metric now targets outperformance. Continued close monitoring of pay program structure and outcomes is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of the incentive program structure in particular.	No	No	No	
Morningstar, Inc.	05/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
Motorola Solutions, Inc.	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal aircraft use perquisite to the CEO.	Yes	Yes	No	
MSA SAFETY INCORPORATED	05/12/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
MSC Industrial Direct Co., Inc.	01/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
MSCI Inc.	04/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily linked to pre-set financial metrics and the CEO's equity awards are entirely performance-conditioned, linked to multi-year performance periods. That being said, concerns are raised regarding the structure of the PSUs that provide for an outsized maximum payout at 300 percent of target, and the lack of disclosure of forward-looking performance goals for the newly implemented PSOs.	No	No	No	
Nasdaq, Inc.	06/21/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No	
Natera, Inc.	06/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support.	No	No	No	
National Fuel Gas Company	03/09/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
National Instruments Corporation	05/09/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No	
National Retail Properties, Inc.	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
National Storage Affiliates Trust	05/22/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	

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nCino, Inc.	06/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up related to the CEO's executive life insurance. Concerns are also raised with regards to the long-term performance metrics for awards granted in the most recent fiscal year and the company's lack of risk mitigating provisions.	Yes	Yes	No
NCR Corporation	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Netflix, Inc.	06/01/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following a failed say-on-pay vote result, the company disclosed its engagement efforts with shareholders, noted shareholder feedback, and made substantive changes to the pay program. This indicates sufficient responsiveness by the compensation committee. Nevertheless, there are ongoing concerns regarding the pay structure. Though improvements were made to ensure that base salaries for co-CEOs remain at a reasonable level, salaries for other NEOs may still be exceedingly large depending on their selected allocation of payment. In addition, equity awards, which remain a significant portion of executive pay, continue to lack pre-set performance vesting criteria, and the introduction of annual bonuses only covers the co-CEOs. Concerns are also raised with respect to the single trigger change-in-control provision embedded in legacy agreements, the excessive total amount of perquisite compensation reported for the CEOs including an inordinate amount of personal use of corporate aircraft and security-related perquisites, and the company's lack of risk mitigating provisions. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Neurocrine Biosciences, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
New York Community Bancorp, Inc.	06/01/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While a concern is noted regarding the goal rigor for the two financial metrics, annual incentives were primarily measured against pre-set objective metrics, and the disclosure of the strategic/qualitative scorecard was robust. In addition, the committee reduced the overall result of the scorecard in consideration of the company's underperforming TSR. Further, a majority of long-term incentives were performance conditioned and measured over multi-year periods, and forward-looking performance targets were disclosed.	No	No	No
NewMarket Corporation	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Newmont Corporation	04/26/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short and long term incentives are primarily performance-based and long-term awards utilize a multi-year performance period and cap payout at target for negative TSR results. While the TSR metric for the long-term incentives targets median performance, the FY23 award will target above-median performance.	No	No	No
NextEra Energy, Inc.	05/18/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Equity awards are largely performance-conditioned, with the majority using multi-year performance periods with disclosed forward-looking targets. Additionally, annual incentives were primarily based on pre-set financial and operational goals.	No	No	No
NiSource Inc.	05/23/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Though some concerns exist regarding the rigor of the LTI program, equity awards remain primarily performance-conditioned with multi-year performance periods, and annual incentives were largely based on pre-set financial metrics.	No	No	No

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Nordson Corporation	02/28/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are entirely performance-based and performance equity awards utilize multi-year performance periods. However, long-term incentives are primarily time-based.	No	No	No
Nordstrom, Inc.	06/06/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Norfolk Southern Corporation	05/11/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Northern Trust Corporation	04/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Long-term equity awards are primarily performance based and utilize a multi-year performance period. However, some concern is noted regarding the largely discretionary annual incentive award.	No	No	No
Northrop Grumman Corporation	05/17/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft-related perquisite to the CEO.	Yes	Yes	No
Norwegian Cruise Line Holdings Ltd.	06/15/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Following consecutive years of failed say-on-pay votes, the committee was adequately responsive to shareholders, as the company implemented several positive changes to address pay magnitude and structural concerns. Specifically, pay for the incoming CEO in FY23 is set to be approximately 50 percent below the current CEO's pay. In addition, incentive programs will be more heavily weighted on objective financial metrics, with an adjusted EPS metric in the LTI requiring outperformance. Further, other NEOs' LTI shifted to an equal mix of PSUs and RSUs in FY22, and PSUs will be based on a three-year performance period. While some concerns are raised surrounding the outgoing CEO's elevated pay and award structure, these concerns are somewhat mitigated by the upcoming changes noted above. In addition, some investors may question the committee's decision to grant certain one-time retention awards in FY22. Although the improvements mitigate certain concerns surrounding overall pay magnitude and program structure for the year in review, investors are advised to continue monitoring the company's pay decisions going forward.	No	No	No
NOV Inc.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
NRG Energy, Inc.	04/27/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay is reasonably aligned with company performance at this time. The majority of CEO pay is based on objective financial performance metrics, and the long-term incentive plan utilizes a multi-year relative TSR metric that targets above median performance.	No	No	No
Nucor Corporation	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were based entirely on pre-set financial metrics and equity awards were primarily performance-conditioned with multi-year performance periods and forward-looking targets.	No	No	No
nVent Electric Plc	05/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
NVIDIA Corporation	06/22/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this item is warranted as the company provided an inordinate amount of security-related perquisite to the CEO. In addition, the total perquisite compensation amount provided to the CEO during the last fiscal year is excessive.	Yes	Yes	No

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NVR, Inc.	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The former CEO and now current executive chairman received a significant front-loaded option grant intended to cover four years of equity awards. The magnitude of the executive chair grant is of particular concern as it alone is more than double total pay of the new CEO, who also received a front-loaded option grant, and when annualized is greater than total CEO pay at similar peer companies, which can be costly to shareholders in terms of overall compensation expense. Further, shareholders generally expect that a large grant such as this be primarily based on performance criteria.	Yes	No	No
O'Reilly Automotive, Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, it is determined that pay and performance are reasonably aligned at this time; therefore, a vote FOR this proposal is warranted. That being said, equity awards are entirely time-vesting for the CEO. In this case, however, the CEO's LTI grant value is modest and not considered excessive, mitigating concerns.	No	No	No
Occidental Petroleum Corporation	05/05/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Above-target payouts on the 2022 annual incentive and closing-cycle equity awards are directionally aligned with recent financial and TSR performance, and the increases in salary and STI and LTI targets represent a return to near pre-COVID levels. However, certain concerns with disclosure and goal rigor warrant continued monitoring.	No	No	No
OGE Energy Corp.	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Okta, Inc.	06/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following low say-on-pay support last year, the company engaged with shareholders, disclosed the feedback response, and took responsive actions. The introduction of performance equity meaningfully improves the incentive pay structure. It is also positive that the STIP was based entirely on financial metrics, and negative discretion was applied to payouts. In light of these factors, a vote FOR this proposal is warranted. The unusual design of the new PSU program warrants continued monitoring, and some shareholders may prefer to see a program that is completely based on a multi-year measurement period.	No	No	No
Old Dominion Freight Line, Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Concerns regarding the use of annual performance periods for equity awards and the relatively high maximum potential payouts under the PIP program continue to exist. However, the majority of the CEO's pay is tied to objective financial performance metrics, and pay and performance were reasonably aligned for the year under review.	No	No	No
Old Republic International Corporation	05/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Olin Corporation	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ollie's Bargain Outlet Holdings, Inc.	06/15/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
ON Semiconductor Corporation	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. Even though the PBRsUs utilize a single-year performance period to measure financial performance, a three-year TSR multiplier helps align the equity awards with shareholders' long-term interests.	No	No	No
OneMain Holdings, Inc.	06/13/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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ONEOK, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year under consideration. Some concerns exist regarding the rigor of the LTI program; however, equity awards are largely performance-conditioned with a multi-year performance period and forward-looking targets, and annual incentives were primarily based on pre-set objective metrics.	No	No	No
Organon & Co.	06/06/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received excessive tax gross ups related to relocation benefits.	Yes	Yes	No
Oshkosh Corporation	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Otis Worldwide Corporation	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company maintains: * Excessive auto and financial planning-related perquisites; and * Excessive differentials between CEO pay and the pay of other named executive officers at the firm	Yes	Yes	No
Ovintiv Inc.	05/03/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate personal aircraft use perquisite to the CEO.	Yes	Yes	No
Owens Corning	04/20/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No
PACCAR Inc	04/25/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year under consideration. Annual incentives were largely based on a pre-set financial metric and long-term incentives were largely performance-conditioned with multi-year measurement periods.	No	No	No
Packaging Corporation of America	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set financial metrics and, in the case of long-term incentives, are measured over a multi-year performance period. That being said, some concerns remain regarding the TSR portion of the performance equity awards, which targets median performance and lacks a cap in the event of negative absolute TSR.	No	No	No
PacWest Bancorp	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	Following last year's failed say-on-pay vote, the company contacted a majority of its shareholders, broadly disclosed engagement efforts, and made meaningful changes to the compensation program, including making specific firm commitments regarding one-time equity awards. Nevertheless, a vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No
Palantir Technologies, Inc.	06/06/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft, personal security services and personal tax services perquisites to the CEO. In addition, concerns are also raised with respect to the automatic accelerated vesting upon a change-in-control and the company's lack of risk mitigating provisions.	Yes	Yes	No
Park Hotels & Resorts Inc.	04/26/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are noted regarding LTI goal rigor, long-term incentives were predominantly performance-conditioned, with closing-cycle PSUs forfeited in line with below-threshold performance. Additionally, STI awards were predominantly based on quantified, pre-set goals. Continued monitoring of pay outcomes is warranted.	No	No	No

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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Paycom Software, Inc.	05/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although pay and performance are reasonably aligned for the year under review, the compensation committee has not demonstrated sufficient responsiveness to last year's failed say-on-pay vote. After three consecutive failed say-on-pay votes, the compensation committee does not appear to have taken meaningful action to address shareholders' concerns. Moreover, the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. The total amount of perquisite compensation reported for the CEO is also excessive.	Yes	No	No		
PayPal Holdings, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are conditioned primarily on objective financial performance metrics and the performance-based equity awards utilize a multi-year performance period.	No	No	No		
PDC Energy, Inc.	05/24/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No		
Pegasystems Inc.	06/20/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Penske Automotive Group, Inc.	05/11/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Pentair plc	05/09/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on pre-set financial performance metrics and half of equity incentives were performance-based, with a multi-year performance period.	No	No	No		
Penumbra, Inc.	05/31/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
PepsiCo, Inc.	05/03/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No		
PerkinElmer, Inc.	04/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonable aligned at this time. Executive compensation is reasonably tied to objective performance goals, with half of annual equity grants linked to three-year performance goals.	No	No	No		
Perrigo Company plc	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of the regular-cycle equity awards were performance-conditioned, and annual incentives were based primarily on objective financial metrics with target goals that appear to be rigorous. In addition, the CEO's realizable pay shows directional alignment with the company's long-term stock price performance, and the company improved disclosure of performance targets and results under the long-term incentive program. While some concerns are raised surround the use of an overlapping metric, which is measured over a one-year performance period, earned PSUs are based on the average of the vesting for each year in the three-year performance period, mitigating some of the concerns surrounding this structure.	No	No	No		
Petco Health and Wellness Company, Inc.	06/22/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns exist regarding the disclosure of the STI and LTI programs. While the CEO's annual equity awards were half performance-conditioned and STI was based primarily on financial goals, targets were undisclosed, making it difficult for shareholders to evaluate the rigor of the goals. Additionally, the CEO received a significant retention grant of stock options, raising concerns regarding the magnitude of his awards as well as the lack of forward-looking performance vesting criteria for the majority of his FY22 equity grants.	Yes	No	No		

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Pfizer Inc.	04/27/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the total amount of perquisite compensation reported for the CEO is considered excessive, notably the personal use of corporate aircraft and security-related perquisites.	Yes	Yes	No
PG&E Corporation	05/18/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The STI and LTI programs utilize nineteen metrics altogether, which raises concerns around pay program complexity and the ability to incentivize for specific performance. The proxy lacks disclosures on the assessments related to the new STI individual performance modifier. With respect to LTI awards, it is positive that the entirety of NEOs' LTI was performance-conditioned with multi-year goals. However, the targeting of median performance for the relative TSR metric is not considered rigorous and the proxy does not disclose a vesting cap in the event of negative absolute TSR. Moreover, the company made mid-cycle goal changes to 2021 LTI awards, the rationale for which is not considered compelling. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Philip Morris International Inc.	05/03/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following low support for the say-on-pay proposal last year, the compensation committee disclosed engagement efforts and feedback received from shareholders. However, the committee did not fully address a primary area of concern expressed by shareholders surrounding the problematic severance payment to a former CFO. Accordingly, the committee demonstrated only a limited degree of responsiveness and therefore a vote AGAINST this proposal is warranted.	Yes	No	No
Phillips 66	05/10/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO and paid an excessive tax gross-up for the CEO's personal use of aircraft. Additionally, certain goal target disclosure concerns continue to exist, although annual and long-term incentives are sufficiently tied to performance.	Yes	Yes	No
Pilgrim's Pride Corporation	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Pinnacle Financial Partners, Inc.	04/18/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains change-in-control agreements that contain excise tax gross-up provision. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
Pinnacle West Capital Corporation	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. While some concerns are noted about incomplete forward-looking goal disclosure under the LTIP and the absence of a cap on payouts in the event of negative absolute TSR, the LTI program is predominantly performance based and the annual incentives are entirely conditioned on clearly disclosed pre-set objective measures.	No	No	No
Pinterest, Inc.	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received new-hire equity awards that represented over six times the median total pay of company-selected peer CEOs, based on the company's valuation. Given the magnitude of the awards, pay-for-performance concerns are heightened. The company relied only on time-based awards for the equity awards. Shareholders prefer for new-hire awards to predominantly consist of performance-conditioned equity and utilize a multi-year performance period with robust disclosure of goal targets. Further, the proxy does not indicate that the awards are intended to cover multiple years of pay. Additionally, a new NEO received a sizable, entirely time-based, RSU award.	Yes	No	No

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Pioneer Natural Resources Company	05/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted although there is concern in the LTI plan which does not include a cap on payouts if absolute TSR is negative. However, the STI plan is largely based financial metrics, and the CEO's long-term incentive awards are entirely performance-based.	No	No	No	
Planet Fitness, Inc.	05/01/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.	No	No	No	
Playtika Holding Corp.	06/08/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO total pay remains outsized compared to peers and is not substantiated by superior performance. Although the annual incentive program is based on a pre-set financial metric, the CEO's annual target cash opportunity is relatively high, and the NEOs continued to receive significant payouts under the retention bonus plan, a portion of which appears guaranteed. Additionally, while the long-term incentives were entirely based on performance, the PSUs utilize annual performance periods and goals for all four performance periods were lowered, with no compelling rationale provided. Additionally, the decision to offer a non-shareholder approved exchange program that allows NEOs to exchange underwater stock options for RSUs is considered problematic. Lastly, concerns are also raised with respect to the excise tax gross-up payment and single-trigger equity vesting acceleration in the event of a change in control, the excessive security-related perquisite provided to the CEO, and the tax gross-ups on certain executives' perquisites.	Yes	No	No	
Plug Power Inc.	06/27/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No	
Popular, Inc.	05/11/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns have been identified.	No	No	No	
Post Holdings, Inc.	01/26/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No	
PPG Industries, Inc.	04/20/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual and long-term incentives are primarily performance-based and long-term awards utilize multi-year performance periods. However, relative TSR awards target median performance and lack a payout cap for negative absolute results.	No	No	No	
PPL Corporation	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are both primarily based on quantitative performance targets, with clear disclosure of forward-looking goals. While a portion of the performance equity award targets merely median TSR, the program utilizes a multi-year measurement period and the TSR portion of the vesting cycle grant was forfeited due to underperformance.	No	No	No	
Primerica, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Principal Financial Group, Inc.	05/16/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based primarily on an objective financial performance metrics and the majority of equity award are conditioned on long-term clearly disclosed financial performance goals.	No	No	No	
Procore Technologies, Inc.	06/07/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	

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Prologis, Inc.	05/04/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual and long-term incentives are substantially performance-based, significant concerns remain with the overall complexity of the long-term incentive programs, the skyrocketing value of outperformance awards for the CEO and other NEOs, and the rigor of LTI and POP goals. In addition to resulting in a large jump in total performance year pay in FY22, the multiple long-term incentive vehicles and issues surrounding grant timing make it difficult for investors to determine and accurately compare pay year-over-year. Further, investors may not consider relative LTI and POP goals set at one percentage point above the index to be particularly rigorous. Given these concerns, the quantitative pay-for-performance misalignment for the year under review is not mitigated.	Yes	No	No
Prosperity Bancshares, Inc.	04/18/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements with certain executives that provide for single trigger cash severance. * Equity award arrangements provide for automatic accelerated vesting upon a change-in-control. * The company provided an excessive amount for the CEO's life insurance perquisite.	Yes	Yes	No
Prudential Financial, Inc.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were entirely based on financial performance, and a majority of equity incentives are based on performance measured over a multi-year period.	No	No	No
PTC Inc.	02/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based entirely on financial performance while half of the equity awards are performance-conditioned.	No	No	No
Public Service Enterprise Group Incorporated	04/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Public Storage	05/02/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
PulteGroup, Inc.	05/03/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are tied to pre-set financial metrics and half of long-term incentives are performance conditioned, though there is some concern raised given the lack of forwardly disclosed financial metric targets.	No	No	No
Pure Storage, Inc.	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
PVH Corp.	06/22/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some goal rigor concern is noted, annual incentives were entirely measured against a pre-set financial metric and no discretionary modifications were applied. In addition, half of the CEO's target equity mix was composed of performance-conditioned equity, and the performance-based portion of the remaining NEOs' awards will be increased in FY23. Further, forward-looking target goals are disclosed, TSR targets above-median performance, and PSUs are measured over a multi-year period.	No	No	No
QIAGEN NV	06/22/2023	Management	Yes	3	Approve Remuneration Report	For	For	For	For	A qualified vote FOR is warranted as the proposed remuneration report is broadly in line with market practice, however, the disclosure under the STIP and the LTIP would benefit from some improvement, especially concerning the "personal objectives" metric (25 percent weight) and the achievement of the non-financial metrics under the STIP. Targets under the LTIP are also lacking.	No	No	No
QUALCOMM Incorporated	03/08/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No

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Quanta Services, Inc.	05/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Quest Diagnostics Incorporated	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO pay and company performance are reasonably aligned and the majority of pay is conditioned on objective financial performance metrics.	No	No	No
QuidelOrtho Corp.	05/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Range Resources Corporation	05/10/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Raymond James Financial, Inc.	02/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted with caution. Cash and equity incentive award values are ultimately discretionarily determined; investors generally prefer an annual incentive program structure that emphasizes objective and transparent determinations. While this issue warrants continued close monitoring and may be scrutinized further if pay and performance become misaligned in the future, pay and performance are reasonably aligned for the year in review. In addition, the majority of long-term incentives, once granted, are earned based on clearly disclosed multi-year goals, and the increase in CEO performance year pay is directionally aligned with TSR outperformance and improved financial performance.	No	No	No
Rayonier Inc.	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Raytheon Technologies Corporation	05/02/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The majority of both annual incentives and equity awards were based on clearly disclosed financial goals. Annual incentives have the potential for significant committee discretion, though payouts for the year in review were aligned with the corporate performance goals. The committee also plans to incorporate quantitative targets for the bonus program's non-financial goals for FY23. Long-term incentives were more than half performance-based with a multi-year measurement period and disclosed forward looking targets for all metrics.	No	No	No
Realty Income Corporation	05/23/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Equity awards are primarily performance-conditioned and performance shares use multi-year performance periods. Additionally, annual incentives were largely based on pre-set financial metrics.	No	No	No
Regal Rexnord Corporation	04/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Regency Centers Corporation	05/03/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Though concerns about the rigor of the long-term incentive program continue, equity awards are majority performance-conditioned with a multi-year performance period and annual incentives are primarily based on a pre-set financial metric.	No	No	No
Regeneron Pharmaceuticals, Inc.	06/09/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions. Additionally, the company provided an inordinate amount of personal aircraft use and personal/residential security and secure car transportation perquisites to the CEO.	Yes	Yes	No
Regions Financial Corporation	04/19/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While some concerns remain regarding the median performance targets underlying the long-term awards, the majority of pay is conditioned on objective financial performance metrics and CEO pay is reasonably aligned with company performance at this time.	No	No	No

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Reinsurance Group of America, Incorporated	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Reliance Steel & Aluminum Co.	05/17/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
RenaissanceRe Holdings Ltd.	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided excessive miscellaneous perquisites to the CEO. Additionally, concerns are noted regarding the rigor of the relative performance metrics underlying annual incentive awards, as well as the CEO's relatively large annual incentive award opportunity.	Yes	Yes	No
Republic Services, Inc.	05/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance are reasonably aligned and a majority of both annual cash incentives and long-term equity incentives are tied to objective measures.	No	No	No
Rexford Industrial Realty, Inc.	06/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although concerns are raised, cautionary votes FOR this proposal are warranted.	No	No	No
Reynolds Consumer Products Inc.	04/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ritchie Bros. Auctioneers Incorporated	05/08/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Rithm Capital Corp.	05/25/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Robert Half International Inc.	05/17/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentive awards are based entirely on pre-set financial goals, and long-term incentives are entirely performance-based.	No	No	No
Roblox Corporation	05/25/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEOs home/personal security benefits. In addition, the total amount of perquisite compensation reported for the CEO is excessive.	Yes	Yes	No
Rockwell Automation, Inc.	02/07/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, including a majority of LTI being time-based and significant increase in LTI size, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Roku, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. After a mid-year review, the compensation committee gave substantial base salary increases to each non-CEO NEO, significantly exceeding base salaries for peer CEOs. In addition to not granting an annual bonus, no portion of the LTI program utilizes pre-set performance criteria either, with equity vesting solely along the passage of time. One NEO also received a substantial sign-on award, with a value multiple times larger than the total median peer CEO pay.	Yes	No	No
Rollins, Inc.	04/25/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO. * The company incurred significant tax gross-ups for the CEO's personal use of aircraft.	Yes	Yes	No
Roper Technologies, Inc.	06/13/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The annual incentives were entirely based on pre-set financial metrics, and the majority of equity awards were performance-conditioned and measured over a multi-year performance period.	No	No	No
Ross Stores, Inc.	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay and performance were reasonably aligned for the year in review, and both the annual and long-term incentive plans have returned to the pre-pandemic formula-driven quantitative approach.	No	No	No
Royal Caribbean Cruises Ltd.	06/01/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Royal Gold, Inc.	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Royalty Pharma Plc	06/22/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company is externally managed and has provided sufficient information regarding compensation arrangements between the NEOs and the external manager. The company discloses the total pay that each NEO received from the manager, the breakdown of fixed and variable pay, and discloses that the manager uses discretion to determine the value of variable pay.	No	No	No
Royalty Pharma Plc	06/22/2023	Management	Yes	14	Approve Remuneration Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on-pay analysis. Accordingly, a vote FOR is warranted.	No	No	No
RXO, Inc.	05/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Ryder System, Inc.	05/05/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
S&P Global Inc.	05/03/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Equity awards were primarily performance-conditioned and used multi-year performance periods and one-time merger awards were entirely performance-conditioned. Additionally, annual incentives were approximately half based on pre-set financial metrics.	No	No	No
Salesforce, Inc.	06/08/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount of security-related perquisite to the CEO.	Yes	Yes	No
Sarepta Therapeutics, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant concerns surrounding the company's decision to amend the CEO's performance option award, originally granted in 2017 with a five-year performance period, to extend the performance period for an additional three years. The amendment resulted in significant incremental value for the award, and diminished the at-risk nature of the original award by allowing for additional chances to earn the award that otherwise would not have been earned in full. In addition to these concerns, a substantial portion of LTI awards to other NEOs lack performance conditions.	Yes	No	No
SBA Communications Corporation	05/25/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based with long-term awards utilizing multi-year performance periods. However, some concerns remain related to the degree of subjectivity applied in the annual incentives, as well as the median target and lack of payout cap for negative TSR results in the TSR PSUs.	No	No	No
Schlumberger N.V.	04/05/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Schneider National, Inc.	04/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Science Applications International Corporation	06/07/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Seaboard Corporation	04/24/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted in light of concerns regarding certain NEO employment agreements that provide for multi-year guaranteed cash bonuses, and for other problematic pay practices, including large perquisites, tax gross-ups on perks, and absence of risk-mitigating provisions.	Yes	Yes	No

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Seagen Inc.	05/31/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Concerns are raised surrounding the new CEO's one-time awards valued by the company at over \$57 million. While half of the awards are performance based and require stock price outperformance, the remaining half is entirely time-based. Although the company discloses that these awards were designed to offset forfeited equity, it did not disclose which portion was considered make whole. In addition, NEO Dansey also received a large one-time performance option award, which, when combined with his annual and long-term awards, resulted in outsized total pay that is more than two times that of the company median peer CEO pay. In addition, concerns are raised surrounding the annual LTI for other NEOs, which is majority time based. Further concerns are identified surrounding a separation arrangement that will allow the former CEO, who was terminated without cause in May 2022, to receive certain CIC benefits if a merger closes by the end of 2023. Also problematic, the company entered into agreements with CEO Epstein and NEO Dansey that will provide excise tax gross-up payments in connection with the recently announced merger.	Yes	No	No
Sealed Air Corporation	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives continued to be based entirely on pre-set objective measures, and a majority of the annual LTI is performance-contingent based on multi-year goals.	No	No	No
SEI Investments Company	05/31/2023	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. The company made a significant severance payment to a NEO following his separation from the company, which does not appear to be a qualifying termination.	Yes	No	No
Sempra Energy	05/12/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and automobile-related perquisites to the CEO.	Yes	Yes	No
Sensata Technologies Holding Plc	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based on pre-set objective goals. In addition, long-term incentives are primarily performance-based and utilize multi-year performance periods.	No	No	No
Sensata Technologies Holding Plc	05/25/2023	Management	Yes	12	Approve Director Compensation Report	For	For	For	For	As the company is reporting as a U.S. domestic issuer and given that the focus of this proposal is on top executive pay, the recommendation for this proposal is aligned with the U.S. say-on pay analysis. Accordingly, a vote FOR is warranted.	No	No	No
ServiceNow, Inc.	06/01/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	Following a failed say-on-pay vote last year, the committee has demonstrated only a limited degree of responsiveness by responding to a primary shareholder concern regarding one-time awards, but the committee did not make meaningful structural improvements to the regular pay program to address shareholders' secondary feedback points. It is positive that the STIP was based primarily on financial metrics and the goals utilized were reasonable, even after a mid-year goal modification. However, there are continuing pay structure concerns that underscore a pay-for-performance misalignment. Specifically, the LTIP continues to utilize one-year measurement periods for primary metrics, with significant overlap to a STI metric and goal, and the CEO's LTI awards are relatively large in the year following a mega award. In light of these concerns, a vote AGAINST this proposal is warranted.	Yes	No	No
Silgan Holdings, Inc.	05/30/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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Simon Property Group, Inc.	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under review and mitigating factors could not be identified. The sharp increase in CEO pay was driven by a sizable, off-cycle discretionary cash bonus that lacks any performance- or time-vesting criteria. The structure of this sizable cash award is contrary to a pay-for-performance philosophy and the proxy lacks clear disclosure of the committee's rationale for the structure and magnitude of the award. Additionally, although the STI pool funding is tied to pre-set targets and a majority of LTIs are tied to performance goals, the proxy lacks disclosure of how performance translates into bonus pool funding levels, actual STI payouts are ultimately discretionary, and the proxy does not disclose forward-looking LTI goals.	Yes	No	No
Six Flags Entertainment Corporation	05/10/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. While there are some disclosure concerns under both incentive programs, annual incentives were primarily determined by pre-set objective metrics and below-target payouts generally aligned with the company's financial performance. While the use of front-loaded awards raises some concern, PSUs are measured over (and intended to cover) a three-year performance period. And although payout opportunities are high, performance goals appear rigorous, and the annualized amount of the awards somewhat mitigates concerns regarding opportunities. Nevertheless, close continued monitoring of future grants is warranted given the somewhat vague commitment to not grant additional awards during the performance period.	No	No	No
Skechers U.S.A., Inc.	06/12/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO receives an outsized salary, and three executives including the CEO received significant perks and associated tax gross ups. Although annual incentives are based on a financial metric, all executives are eligible to receive potentially significant awards, a concern underscored by the CEO's FY22 award of an amount more than four times the median. Moreover, although long-term incentives are half performance-based, half of PRSUs are earned based on annual performance periods, and relative TSR PSUs target merely median performance with no disclosed payout cap for negative absolute TSR.	Yes	No	No
Skyworks Solutions, Inc.	05/10/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus program was entirely based on pre-set financial metrics with clear disclosure of payout formula and performance targets, while target goals appear rigorous. In addition, the LTI program was majority performance based, with a significant majority of the performance equity grant utilizing a multi-year performance period. While relative metrics target above median performance in order to vest, continued monitoring of the relative TSR metric payout is warranted, as the proxy does not disclose a cap on vesting if absolute TSR is negative over the performance period. The annual equity grant also has the potential for a relatively high payout if the maximum goal is achieved.	No	No	No
SLM Corporation	06/20/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Smartsheet Inc.	06/16/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time. In addition, the compensation committee demonstrated sufficient responsiveness to shareholder concerns following last year's failed say-on-pay proposal.	No	No	No

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Snap-on Incorporated	04/27/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concern remains regarding the significant weighting given to subjective metrics in the annual incentive program, a vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
SoFi Technologies, Inc.	06/14/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * An NEO received an excessive new hire equity award that is purely time-vesting. * The company provided the CEO with an excessive personal/home security perquisite.	Yes	No	No
Sonoco Products Company	04/19/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sotera Health Company	05/25/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were primarily determined by a pre-set financial metric, significant concerns are noted as equity awards were entirely time-vesting, including the relatively large one-time retention awards. Shareholders generally expect one-time awards to be contingent on rigorous performance-vesting conditions, particularly when considering the total value of the CEO's equity awards.	Yes	No	No
Southwest Airlines Co.	05/17/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based primarily on objective financial performance metrics and half of the long-term incentive awards are conditioned on clearly disclosed long-term financial performance goals.	No	No	No
Southwestern Energy Company	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Spirit Realty Capital, Inc.	05/03/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Splunk Inc.	06/21/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. The compensation committee was adequately responsive to last year's low say-on-pay vote result. Further, the STI program was based on pre-set objective measures and paid out below target, which was in line with recent company performance. The LTI program was majority based on performance equity with multi-year performance periods with rigorous forward-looking goals disclosed. However, the company allowed a former NEO to retain a sizeable cash bonus they would have been contractually obligated to pay back upon a voluntary resignation. Such an enhancement is considered a problematic pay practice.	Yes	No	No
SS&C Technologies Holdings, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. The committee was sufficiently responsive to last year's failed say-on-pay vote, incorporating shareholder feedback into redesigning both the annual and long-term incentive programs. Further, CEO pay for the year in review declined significantly and the new annual bonus program incorporated clearly disclosed financial metrics. However, given expected high pay opportunities for FY23 in the first year of the new equity program, investors are advised to closely monitor pay levels and performance going into next year.	No	No	No
Stanley Black & Decker, Inc.	04/21/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Short-term incentives are primarily based on financial goals, long-term incentives continue to be half-performance based, and TSR awards are capped at target for negative absolute results. However, concerns remain regarding the continued use of an annual performance measurement period for portions of the long-term award and the TSR award targeting median performance.	No	No	No
Starbucks Corporation	03/23/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given concerns regarding the magnitude of the security-related perquisite provided to the CEO.	Yes	Yes	No

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Starwood Property Trust, Inc.	05/18/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While many EMIs do not provide sufficient disclosure for shareholders to assess the say-on-pay proposal, STWD provides information on the magnitude of pay, breakdown of fixed/variable compensation, and performance metrics used to determine incentive pay. This disclosure lends greater transparency and enables shareholders to make a reasonable assessment of executive pay.	No	No	No
State Street Corporation	05/17/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There remains some concern regarding the incentive determination process which, although guided by performance assessments and target opportunities, is ultimately discretionarily determined. Further, the proxy lacks certain key disclosures, such as individual metric weightings and quantified, pre-set target goals. While this issue warrants continued close monitoring, there are mitigating factors. Most notably, pay and performance are reasonably aligned for the year in review. Additionally, key financial metrics considered were generally consistent with the prior year, and the majority of long-term incentives are based on clearly disclosed multi-year goals. Lastly, while certain goals underlying PRSUs granted in 2022 were adjusted after grant, the committee provides a reasonable rationale for this decision.	No	No	No
Steel Dynamics, Inc.	05/11/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned at this time.	No	No	No
Stericycle, Inc.	05/16/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stifel Financial Corp.	06/07/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Stryker Corporation	05/10/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set financial measures, and equity awards are conditioned on multi-year performance goals.	No	No	No
Sun Communities, Inc.	05/16/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Sunrun, Inc.	06/01/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Synchrony Financial	05/18/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. CEO Doubles' target total direct compensation increased significantly, year-over-year. However, pay remained in alignment with performance for the year in review, and both annual and long-term incentives were sufficiently performance-based.	No	No	No
Synopsys, Inc.	04/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives are entirely based on objective, pre-set goals. In addition, half of the long-term incentives are performance-based and utilize a multi-year performance period.	No	No	No
Synovus Financial Corp.	04/26/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns are highlighted at this time.	No	No	No
T-Mobile US, Inc.	06/16/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives are primarily based on pre-set financial metrics and half the long-term incentives are based on performance and utilize a multi-year performance period.	No	No	No
Tandem Diabetes Care, Inc.	05/24/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Targa Resources Corp.	05/23/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are raised regarding the STI structure, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time.	No	No	No
Target Corporation	06/14/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company provided an inordinate amount of personal aircraft use and life insurance perquisites to the CEO.	Yes	Yes	No

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TD SYNnex Corporation	03/21/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Teladoc Health, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Teledyne Technologies Incorporated	04/26/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay remains conditioned on clearly disclosed objective performance metrics.	No	No	No
Tempur Sealy International, Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite and related tax gross-ups to the CEO.	Yes	Yes	No
Tenet Healthcare Corporation	05/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Teradata Corporation	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Tesla, Inc.	05/16/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Reported compensation for all NEOs, other than the CEO, consisted only of base salaries and 401K matching contributions, as the company does not maintain an annual incentive program nor make regular annual equity grants. Investors should continue to monitor pay outcomes, as the company's grant practices are periodic in nature and the most recent grants made to executives in prior years have been sizable. However, at this time, a vote FOR this proposal is warranted.	No	No	No
Tetra Tech, Inc.	02/28/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Texas Instruments Incorporated	04/27/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The company continues to grant annual incentive awards according to a non-formulaic subjective review of company performance, and the long-term incentive awards are entirely time-based, lacking any long-term performance conditions. Nevertheless, CEO pay and company performance remain reasonably aligned at this time.	No	No	No
Texas Pacific Land Corp.	05/18/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Textron Inc.	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Concerns are noted regarding goal rigor and lack of disclosure. Nonetheless, the majority of annual incentives are based on pre-set financial metrics, and the equity awards are targeted to be half performance-based with a multi-year measurement period.	No	No	No
The AES Corporation	04/20/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although there are concerns with respect to the vesting rigor of the performance cash units, a majority of both annual and long-term incentives are tied to pre-set objective measures and the CEO's total compensation is reasonably aligned with performance at this time.	No	No	No
The Allstate Corporation	05/23/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some continuing concern regarding the STI structure and goal rigor, which warrants continued close monitoring. Although the STI pool is largely funded formulaically, payouts can be increased significantly based on a discretionary individual performance assessment, and two STI targets were set below the prior year's results. However, STI pool funding was reduced by 50 percent due to a net loss in 2022, and NEOs received below-target payouts at the funding level. Additionally, the company targets a majority of equity awards as multi-year performance shares, the relative TSR metric targets outperformance, and the one metric without forward-looking goal disclosure is growth-based.	No	No	No

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The Bank of New York Mellon Corporation	04/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern surrounding the structure of a retention award to a transitioning executive, the considerable room for discretion in determining cash incentives, and the rigor of relative TSR PSUs. However, these issues have not resulted in a quantitative pay-for-performance misalignment. In addition, the incentive program uses a financial metric with a disclosed weighting and goals, and the use of discretion was judiciously applied. Further, the majority of equity awards are based on clearly disclosed, multi-year goals, and closing-cycle PSUs vested below target. Continued close monitoring on the program structure and pay decisions is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of the program.	No	No	No
The Boeing Company	04/18/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Increases to both the CEO's incentive program opportunities were made on the backdrop of negative short- and long-term TSR performance. Further, these increases have contributed to a misalignment between pay and performance for the most recent fiscal year. While annual incentives were based on a primarily quantitative scorecard, the committee may increase payouts based on a subjective assessment of individual performance, and the CEO's award was increased for FY22. Long-term incentives were half performance-based, but FY22 grants provide for an opportunity to reduce the premium price of the stock options if the company's TSR meets merely a median performance hurdle. Lastly, the company provided a large corporate aircraft perquisite to the CEO.	Yes	No	No
The Boston Beer Company, Inc.	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns are raised by the somewhat limited disclosure in the annual and long-term incentive programs, as well as the decision to adjust performance goals for mid-flight bonus awards with limited rationale. However, these concerns are mitigated as CEO Burwick remained subject to the unadjusted annual incentive objectives, earning no award payout in line with company performance. Moreover, annual and long-term incentives were sufficiently performance-based.	No	No	No
The Charles Schwab Corporation	05/18/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain problematic change in control provisions, such as modified single trigger cash severance and single-trigger equity vesting acceleration.	Yes	Yes	No
The Chemours Company	04/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Cigna Group	04/26/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft and financial planning perquisites to the CEO.	Yes	Yes	No
The Coca-Cola Company	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
The Cooper Companies, Inc.	03/15/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. While there are some concerns raised by the lack of disclosure of forward-looking goals in the LTI, there are mitigating factors for the year in review. The STI program was based primarily on objective metrics and the financial target goals were set higher than the prior year's achieved results. In addition, the LTI was half performance-conditioned and measured over a multi-year period.	No	No	No

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The Gap, Inc.	05/09/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set financial metrics and target goals were set above the previous year's actual results. In addition, a majority of the annual-cycle equity awards are performance conditioned and measured over a multi-year period. While the interim CEO's long-term incentives were entirely time-vesting, this concern is somewhat mitigated given the short-term nature of his position and because a portion of his awards were granted in connection with his role as executive chairman. Further, NEOs did not receive payouts under the annual incentive program and closing-cycle PSUs were not earned, which is generally aligned with recent financial and TSR performance.	No	No	No	
The Goldman Sachs Group, Inc.	04/26/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's life insurance, and automobile and tax planning-related perquisites.	Yes	Yes	No	
The Hanover Insurance Group, Inc.	05/09/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The Hartford Financial Services Group, Inc.	05/17/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive corporate aircraft perquisite to the CEO.	Yes	Yes	No	
The Hershey Company	05/16/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based entirely on objective financial performance metrics, and the majority of the equity awards are conditioned on long-term financial performance metrics.	No	No	No	
The Home Depot, Inc.	05/18/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards are based entirely on objective financial performance metrics and the majority of long-term incentives are conditioned on clearly disclosed performance goals.	No	No	No	
The Howard Hughes Corporation	05/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
The Interpublic Group of Companies, Inc.	05/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentive awards are largely based on objective metrics and long-term awards are primarily performance-based, though there is some concern regarding the lack of forward disclosed target goals for long-term cash and equity grants.	No	No	No	
The Kraft Heinz Company	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review, though some concerns continue to be highlighted.	No	No	No	
The Kroger Co.	06/22/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are primarily based on pre-set objective metrics. In addition, half of the targeted long-term incentives are performance based with disclosed forward goals and utilize a multi-year performance period.	No	No	No	
The Mosaic Company	05/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid tax gross-ups for the CEO's personal use of aircraft, as well as excessive perquisite costs and tax reimbursements for several other NEOs.	Yes	Yes	No	
The PNC Financial Services Group, Inc.	04/26/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns remain regarding the lack of disclosure and room for discretion under the annual incentive plan, which makes it difficult to determine its overall rigor. Additionally, the company granted relatively large one-time awards to three of its NEOs, resulting in two of them receiving total compensation greater than that of the CEO and the median pay granted to the CEOs of the company's peers. Nevertheless, the majority of regular equity awards remain conditioned on long-term disclosed performance targets and CEO pay is reasonably aligned with company performance during the year in review.	No	No	No	

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The Progressive Corporation	05/12/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
The Sherwin-Williams Company	04/19/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some annual incentive metric targets were lowered, year-over-year, annual incentives were entirely based on pre-set financial metrics with below-target payouts in line with performance and long-term incentives were predominantly performance based with forward looking metrics disclosed.	No	No	No
The Southern Company	05/24/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal aircraft use and financial planning-related perquisites to the CEO.	Yes	Yes	No
The Timken Company	05/05/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The TJX Companies, Inc.	06/06/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's failed say-on-pay vote, the compensation committee disclosed shareholder engagement efforts and the specific feedback received. The committee further disclosed meaningful responsive actions, including a commitment to refrain from discretionary adjustments to in-flight LTI awards, and significant reductions in the weighting of the STIP's qualitative component. Further, CEO pay and company performance are aligned at this time, and a review of incentive pay programs reveals they are largely performance-based. However, shareholders would benefit from disclosure of forward-looking target goals for long-term equity and cash awards. In light of the above factors, a vote FOR this proposal is warranted.	No	No	No
The Toro Company	03/21/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were found at this time.	No	No	No
The Travelers Companies, Inc.	05/24/2023	Management	Yes	17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Concerns continue to be raised by the heavy reliance on compensation committee discretion in determining annual incentive payouts and the lack of certain shareholder-friendly disclosures such as per-metric weightings and target pay opportunities. Investors increasingly prefer a more formulaic STI design with key disclosures that provide more transparency into the pay-for-performance linkage. However, there are mitigating factors for the year under review. Specifically, the use of discretion has not resulted in a quantitative pay-for-performance misalignment. Further, key financial metrics considered were consistent and the committee introduced a cap on the CEO's maximum bonus opportunity, which is positive. Moreover, equity awards are majority based on clearly-disclosed multi-year goals, and closing-cycle PSU vesting outcomes are in line with longer term company performance. Continued close monitoring of the STI structure and payouts is warranted. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of discretionary determinations and outcomes.	No	No	No
The Walt Disney Company	04/03/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided a large corporate aircraft perquisite to the then-CEO.	Yes	Yes	No
The Wendy's Company	05/16/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this item is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
The Williams Companies, Inc.	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were largely based on pre-set objective measures and long-term incentives were majority performance-conditioned with multi-year measurement periods.	No	No	No
Thermo Fisher Scientific Inc.	05/24/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No

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Toast, Inc.	06/08/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Toll Brothers, Inc.	03/07/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
TopBuild Corp.	05/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Tractor Supply Company	05/11/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives were primarily based on a pre-set financial metric and half of the long-term incentives are targeted to be based on multi-year performance, although there is some concern about incomplete goal disclosure in the annual and long-term incentive plans.	No	No	No
Trane Technologies Plc	06/01/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of compensation is based on clearly disclosed financial performance objectives and the company targets half of equity awards to be conditioned on three-year performance goals.	No	No	No
TransDigm Group Incorporated	03/09/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following another low-say-on-pay vote, the compensation committee did not demonstrate sufficient responsiveness to shareholder concerns. Further, pay-for-performance concerns are again raised, including a discretionary adjustment to the annual incentive payout without compelling rationale and ongoing magnitude concerns with equity awards.	Yes	No	No
TransUnion	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Trex Company, Inc.	05/04/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Trimble Inc.	06/01/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Support FOR this proposal is warranted as pay and performance are reasonably aligned. Annual incentives are entirely based on financial performance and reverted to an annual performance period in 2022. Although there is some concern about the LTIP structure, including the relative TSR metric, which targets merely the median with no disclosed cap on payouts in the event of negative TSR, the CEO's long-term incentives are primarily performance based and all performance equity utilizes a multi-year performance period.	No	No	No
Truist Financial Corporation	04/25/2023	Management	Yes	23	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. That being said, significant components of the pay program merely target median performance, which is not considered particularly rigorous.	No	No	No
Twilio Inc.	06/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the company implemented a performance equity program that utilizes rigorous goals, a significantly positive development, other concerns remain. The new triennial grant structure locks certain concerning features into the pay program until the next grant, which include a relatively low percentage of the grant that was in performance equity (for a front-loaded grant) and the award only utilizing annualized performance periods. In addition, the grant value, even when annualized, is relatively large. NEO base salaries were also relatively high, and one NEO received a large sign-on award that lacked performance-conditioned equity.	Yes	No	No
Tyler Technologies, Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The STI plan is based entirely on pre-set financial goals, and half the long-term incentives are performance-based.	No	No	No

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Tyson Foods, Inc.	02/09/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No
U.S. Bancorp	04/18/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There is some concern regarding the significant increase to the CEO's target STI opportunity, given sustained TSR underperformance, and the lack of complete disclosure of target goals and achieved results under the STI program. Additionally, the relative LTI metrics target the median, which is not considered particularly rigorous. While these issues warrant continued close monitoring, there are mitigating factors. Notably, pay and performance are reasonably aligned for the year in review. Additionally, STI funding is based on pre-set financial goals and the majority of equity awards vest based on multi-year performance. Lastly, three-year realizable pay is directionally aligned with TSR performance over the same period. Continued close monitoring of pay program disclosure and resulting payouts is warranted.	No	No	No
Uber Technologies, Inc.	05/08/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the excessive amount of transportation and security-related perquisites provided to the CEO. Further, equity award arrangements provide for automatic accelerated vesting upon a change-in-control.	Yes	Yes	No
UDR, Inc.	06/01/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The STI plan is primarily based on pre-set measures and annual equity awards are entirely performance-based with forward-looking goals disclosed.	No	No	No
UGI Corporation	01/27/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics, and while a majority of long-term incentives are time vesting, performance-based awards are measured over a multi-year period with forward looking targets disclosed.	No	No	No
UiPath, Inc.	06/15/2023	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The annual bonus did not disclose targets or actual performance. Further, the company granted sizeable new-hire awards in addition to retention awards only a few months later to the new hires. No portion of the new-hire, retention, or annual equity grant utilized pre-set performance criteria.	Yes	No	No
Ulta Beauty, Inc.	06/01/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives were based on a financial metric, and the company targeted half of equity awards as performance conditioned.	No	No	No
Ultragenyx Pharmaceutical Inc.	06/07/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Union Pacific Corporation	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for this time.	No	No	No
United Airlines Holdings, Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid an excessive tax gross-up for the CEO's personal use of aircraft.	Yes	Yes	No
United Parcel Service, Inc.	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Some concern is raised given that performance share goals are not forwardly disclosed. However, annual incentives are entirely based on pre-set financial metrics and annual equity awards are primarily performance-conditioned and use multi-year performance periods.	No	No	No
United Rentals, Inc.	05/04/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this item is warranted as pay and performance are reasonably aligned at this time.	No	No	No
United States Steel Corporation	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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United Therapeutics Corporation	06/26/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
UnitedHealth Group Incorporated	06/05/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Annual incentives are primarily based on pre-set financial metrics and half of the long-term incentives are performance-based and utilize a multi-year performance period. However, the company does not disclose forward-looking goals for the long-term incentives.	No	No	No
Unity Software Inc.	06/07/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated poor responsiveness to low support for last year's say-on-pay proposal. Concerns are raised by the magnitude of pay for all non-CEO NEOs, who each received greater total compensation than both the CEO and the company's peer median CEO due to significant off-cycle equity grants, as well as by the predominantly time-vesting nature of FY22 equity awards. The CEO also continues to receive an entirely time-vesting long-term incentive of significant value, resulting in multiple executives paid at the level of a CEO for whom the majority of their compensation is fixed.	Yes	No	No
Univar Solutions Inc.	05/04/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Universal Display Corporation	06/15/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
Universal Health Services, Inc.	05/17/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Votes FOR this proposal are warranted as CEO pay and company performance are reasonably aligned at this time.	No	No	No
Unum Group	05/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
US Foods Holding Corp.	05/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Valero Energy Corporation	05/09/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. After last year's say-on-pay proposal received significant opposition, the compensation committee demonstrated adequate responsiveness to shareholder concerns by modifying the structure of the performance share program for FY23 grants. Further, pay and performance are reasonably aligned for the year in review.	No	No	No
Valmont Industries, Inc.	04/24/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified this time.	No	No	No
Valvoline Inc.	01/26/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ventas Inc.	05/16/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns with respect to problematic severance provisions in the CEO's employment agreement, as well as the provision of tax gross-up related to a sizable life insurance perquisite.	Yes	Yes	No
VeriSign, Inc.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual incentives are based entirely on pre-set financial metrics and the long-term incentives are primarily performance-based and utilize a multiyear performance period, although forward-looking performance targets are not disclosed.	No	No	No
Verisk Analytics, Inc.	05/17/2023	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentives were largely based on pre-set financial measures and more than half of equity awards were targeted to be in the form of performance shares.	No	No	No

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Verizon Communications Inc.	05/11/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to concerns regarding the excessive nature of perquisites provided to the CEO, consisting primarily of large life insurance and financial planning perks. Further, limited disclosure of annual incentive goals and the lack of forward targets for long-term incentives warrant continued monitoring.	Yes	Yes	No	
Vertex Pharmaceuticals Incorporated	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. There continue to be concerns over the degree to which subjective assessments factor into the annual incentive, which also lacks fulsome disclosure. In addition, only 25 percent of the CEO's total performance year equity awards utilize multi-year performance conditions and the goals are not disclosed. However, these issues have not resulted in a quantitative pay-for-performance misalignment for the year in review. Moreover, the above target annual incentive payout was aligned with improved financial performance and half of performance year equity is subject to performance conditions. Shareholders should continue to closely monitor these design and disclosure issues. Should a quantitative misalignment be identified moving forward, additional scrutiny may be warranted.	No	No	No	
Vertiv Holdings Co.	06/14/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of corporate aircraft perquisite to the CEO.	Yes	Yes	No	
VICI Properties Inc.	04/27/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review. Annual incentive awards were based entirely on a pre-set financial goal and regular annual equity grants were majority performance conditioned with multi-year performance goals.	No	No	No	
Victoria's Secret & Co.	05/25/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Virtu Financial, Inc.	06/13/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO's total aggregate perquisite amount is excessive. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No	
Visa Inc.	01/24/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No	
Vistra Corp.	05/02/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Vontier Corporation	05/22/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No	
Vulcan Materials Company	05/12/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. That being said, some concerns are raised regarding the rigor of the LTI plan's performance shares, as relative TSR targets median performance and there is no disclosed payout cap if absolute TSR is negative.	No	No	No	
W. P. Carey Inc.	06/15/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No	
W. R. Berkley Corporation	06/14/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive personal aircraft use perquisite to the CEO.	Yes	Yes	No	
W.W. Grainger, Inc.	04/26/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of pay is conditioned on objective performance metrics. Nevertheless, shareholders would still benefit from increased disclosure regarding the forward-looking performance targets underlying the PSU awards.	No	No	No	

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation												B.1.b		
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy	
Walmart Inc.	05/31/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	The incentive program is predominantly based on objective financial criteria and annual target goals appear reasonably rigorous. However, there are significant concerns regarding equity award structure, as the LTI program utilizes solely one-year measurement periods, rather than multi-year performance periods. This concern is heightened as the company uses an overlapping metric between the short- and long-term programs, which resulted in maximum achievement for same goal under both programs. While the company provides a rationale for its pay program structure, investors generally expect a majority of long-term awards to be tied to long-term, multi-year performance goals. Lastly, the CEO's personal use of corporate aircraft perquisite provided in the last fiscal year is considered excessive. In light of these concerns, the quantitative pay-for-performance misalignment is not mitigated and a vote AGAINST this proposal is warranted.	Yes	No	No	
Warner Bros. Discovery, Inc.	05/08/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently modified the CEO's employment agreement without removing the entitlement to a problematic modified single-trigger cash severance. In addition, an unmitigated pay-for-performance misalignment exists for the year in review. The CEO continues to receive a large base salary as well as annual bonus opportunity. The strategic goal portion of the annual bonus is poorly disclosed, along with actual performance. This is compounded in the LTI program, as certain overlapping metrics are used in both programs, including a relatively short performance period. Disclosure of strategic metrics remains relatively poor in the LTI program, which makes up the majority of the program. Concerns are also raised with regards to the inordinate amount of the CEO's personal use of corporate aircraft perquisites and the total amount of perquisite compensation reported for the CEO that is deemed excessive. Though some positive changes were made in response to shareholder feedback, some changes appear to be merely incremental improvements, which will be further analyzed in next year's report.	Yes	No	No	
Waste Management, Inc.	05/09/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	After a review of the company's compensation program and practices, a vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Although some concerns are raised in the analysis, STI and LTI payouts are aligned with robust company and shareholder outcomes.	No	No	No	
Waters Corporation	05/23/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Concerns are noted in the rigor of goal-setting in the STI and LTI programs. However, annual incentives are primarily based on financial metrics and half of the equity awards are performance based over a multi-year period.	No	No	No	
Wayfair Inc.	04/25/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the CEO remains the lowest paid executive, there are significant concerns surrounding the structure of the pay program. Specifically, all other NEOs received relatively significant grants of entirely time-based equity, and executive pay was entirely fixed for the year in review following the elimination of the annual bonus program, raising concerns amid an extended period of financial underperformance. Moreover, the CEO was provided with a relatively large security perquisite of excessive value, with no clear rationale provided.	Yes	No	No	
Webster Financial Corporation	04/26/2023	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No	

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation													
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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
WEC Energy Group, Inc.	05/04/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. The annual and long-term incentives are primarily based on pre-set financial metrics and the long-term performance units utilize a multi-year performance period. That being said, some concerns remain regarding the TSR portion of the performance equity awards, which targets median performance and lacks a cap in the event of negative absolute TSR.	No	No	No
Wells Fargo & Company	04/25/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some continuing concern regarding the annual incentive determination process, which is ultimately discretionary, paired with a lack of disclosed per-metric weightings and pre-set threshold, target and maximum goals. Additionally, base salaries for the CEO (and other NEOs) remain relatively high and the CEO's target total pay was increased during a period of long-term TSR underperformance. While these issues warrant continued close monitoring, there are mitigating factors. Notably, the discretionary annual incentive framework has not resulted in a quantitative pay-for-performance misalignment. Additionally, the CEO's total incentive award was discretionarily reduced, and closing-cycle performance shares vested below target, each in directional alignment with shareholders' recent experience. Lastly, the majority of long-term incentives are based on clearly disclosed multi-year goals. On balance of these factors, a vote FOR this proposal is warranted, with caution. A quantitative pay-for-performance misalignment going forward may be met with increased scrutiny of pay program structure.	No	No	No
Welltower Inc.	05/23/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Though financial metrics in the annual bonus program appear rigorous and qualitative metric disclosure has improved, disclosure of each metric's payout percentage is lacking. Furthermore, though all financial metrics in the annual bonus performed below target, the final payout still exceeded target due to the performance of the qualitative portion of the award. Concerns are also noted in the annual LTI; though a significant portion of LTI is in performance-conditioned equity that utilizes a multi-year performance period, relative TSR goals merely target median and the maximum vesting opportunity is relatively high, no relative TSR vesting cap is disclosed if absolute TSR is negative, and forward-looking goals for one metric are not disclosed. More concerning, however, is with the existence of a special grant, which was granted one month after a special award granted in December 2022. Though the grant is entirely in multi-year performance equity with reasonably rigorous goals disclosed, the repeated use of special grants in close proximity is concerning, given the additive pay opportunities provided by off-cycle awards. Investors generally expect that special grants are infrequent.	Yes	No	No
WESCO International, Inc.	05/25/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
West Pharmaceutical Services, Inc.	04/25/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the majority of pay is conditioned on clearly disclosed objective performance metrics and CEO pay is aligned with company performance.	No	No	No
Western Alliance Bancorporation	06/14/2023	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Westinghouse Air Brake Technologies Corporation	05/17/2023	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Although concern is noted about the lack of disclosure of forward-looking targets under the LTIP, the annual incentives are primarily based on pre-set metrics, and the majority of the long-term incentives utilize a multi-year performance period.	No	No	No

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation													
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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
WestRock Company	01/27/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual incentives were primarily determined by pre-set financial metrics, and a majority of long-term incentives were performance conditioned and measured over multi-year periods.	No	No	No
WEX Inc.	05/11/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Weyerhaeuser Company	05/12/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are based on pre-set objective measures, and equity awards are primarily performance-based and measured over a multi-year period.	No	No	No
Whirlpool Corporation	04/18/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Willis Towers Watson Public Limited Company	05/17/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily based on financial performance, and long-term awards utilize a multi-year measurement period. In addition, the company improved annual incentive target and result disclosure and provides forward disclosure of long-term award targets.	No	No	No
WillScot Mobile Mini Holdings Corp.	06/02/2023	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Wintrust Financial Corporation	05/25/2023	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, support FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Woodward, Inc.	01/25/2023	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Workday, Inc.	06/22/2023	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The new co-CEO received relatively outsized new-hire awards, the majority of which were completely time-based. * There is no disclosure of the specific performance targets underlying the annual incentive plan. * The company's regular equity awards remain entirely time-based. * The company provided an inordinate amount of security prerequisites and total prerequisite compensation to the co-CEO.	Yes	No	No
Wyndham Hotels & Resorts, Inc.	05/09/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Wynn Resorts, Limited	05/04/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. In response to last year's low say-on-pay vote, the committee engaged with shareholders and disclosed the feedback received. In response, the company made positive changes to the FY23 pay program by increasing the proportion of FY23 PSUs in the LTI to 55 percent and providing additional disclosures in both the STI and LTI. In addition, the committee made certain assurances in a supplemental filing surrounding one-time awards and the structure of its incentive programs going forward. Accordingly, the compensation committee has demonstrated adequate responsiveness to last year's low say-on-pay vote result. While the committee did elect to reduce the proportion of annual equity awards that were performance-conditioned in FY22, the company provides a clear rationale for removing certain performance metrics, and as mentioned above, FY23 grants will be majority performance conditioned. In addition, while some concerns are raised surrounding forward-looking goals not being disclosed, the company improved its disclosure by providing closing cycle goals and actual performance, which is considered an improvement in the company's disclosure. Finally, the company provides additional details surrounding strategic goals in the annual incentive, and the majority of the program is based on clearly disclosed objective measures.	No	No	No

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation													
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Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Xcel Energy Inc.	05/24/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although some concerns remain regarding auto-accelerated equity vesting and STI plan disclosure, pay and performance are reasonably aligned at this time, and annual incentives and equity awards are primarily based on objective goals.	No	No	No
XPO, Inc.	05/17/2023	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the compensation committee sufficiently responded to last year's low say-on-pay vote, an unmitigated pay-for-performance misalignment is present for the year in review. First, concerns are raised regarding two highly paid executives, with the new CEO's pay and the executive chairman's compensation each outpacing the compensation of CEO peers. This is particularly concerning given above-median benchmarking concerns. Additionally, certain LTI awards maintained relatively short performance periods and concerns are raised regarding the structure of the CEO's promotion grant. Lastly, the company converted prior performance awards to RSUs in connection with the spin-off, resulting in significant value to NEOs without the achievement of performance criteria.	Yes	No	No
Xylem Inc.	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive relocation expense perquisite and related tax gross-ups to certain executives.	Yes	Yes	No
Yum! Brands, Inc.	05/18/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the inordinate amount of personal use of corporate aircraft perquisite provided to the CEO. Further, there is some continuing concerns regarding the STI structure and goal rigor, which warrants continued close monitoring.	Yes	Yes	No
Zebra Technologies Corporation	05/11/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time and the majority of pay is conditioned on objective financial performance metrics. Nevertheless, some concerns remain regarding the lack of disclosure of specific performance targets under the annual incentive award, and the lack of forward-looking performance targets underlying the performance-conditioned equity awards.	No	No	No
Zimmer Biomet Holdings, Inc.	05/12/2023	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low support for this proposal, the committee demonstrated adequate responsiveness to shareholders' concerns, by disclosing engagement efforts, transparent shareholder concerns, and certain commitments and pay program changes in response to these concerns. There is some concern surrounding LTI goal disclosure. However, the proxy provides forward-looking disclosure of one 2023 PSU relative metric target, which represents enhanced disclosure, requires outperformance, and caps vesting if absolute TSR is negative (although the weight is not disclosed). Additionally, the STI is predominantly based on clearly disclosed financial goals and the company's recent spinoff of ZimVie is a reasonable rationale for certain lowered targets. Further, the company targets half of LTI awards as multi-year performance equity. On balance of these factors, a vote FOR this proposal is warranted, with caution. Close continued monitoring of LTI disclosure is warranted.	No	No	No
Zions Bancorporation, N.A.	05/05/2023	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance were reasonably aligned for the year in review.	No	No	No
Zoetis Inc.	05/18/2023	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concerns remain regarding the STI and LTI programs. However, annual incentives were primarily based on pre-set financial metrics, and equity awards were targeted to be half performance-conditioned with a multi-year performance period and disclosed forward-looking targets.	No	No	No

STATE STREET GLOBAL ADVISORS Proxy Votes 2023 Q12 Executive Compensation														B.1.b	
Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy		
Zoom Video Communications, Inc.	06/15/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Executives received large "refreshment" grants intended to cover four years of compensation and these grants lack pre-set performance criteria. In addition, some executives received grants intended to offset the lost value from a stock price decline on previous grants. Additionally, one NEO's new-hire package was large and also lacked performance criteria. Lastly, concerns are raised as the company provided sizable perquisites to the CEO.	Yes	No	No		
ZoomInfo Technologies Inc.	05/17/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No		
Zscaler, Inc.	01/13/2023	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While performance targets for the annual incentive appear rigorous, a significant portion of the final payout was subjectively determined and disclosure around the determination of individual performance is lacking. In addition, the structure of the company's long-term incentive plan, which included setting performance goals annually for previously granted tranches of PSUs and utilizing goals that overlap entirely with the annual incentive program, lacked a long-term focus and resulted in payouts for similar accomplishments in both programs. Disclosure around a new PSU goal structure used for FY22 promotion grants is limited, reducing transparency into the rigor of the goal. Finally, the magnitude of the promotion grants was outsized and added to already substantial equity grant values for the NEOs who received them.	Yes	No	No		

Board Statistics Report

B.1.b



Parameters Used:
Location(s): All locations
Account Group(s): All account groups
Institution Account(s): State Street Global Advisors
Custodian Account(s): All custodian accounts
Reporting Period: 1/1/23 to 6/30/23

Meeting Overview

Category	Number	Percentage
Number of votable meetings	747	
Number of meetings voted	747	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	224	29.99%

Ballot Overview

Category	Number	Percentage
Number of votable ballots	749	
Number of ballots voted	749	100.00%

Proposal Overview

Category	Number	Percentage
Number of votable items	756	
Number of items voted	753	99.60%
Number of votes FOR	0	0.00%
Number of votes AGAINST	0	0.00%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	753	100.00%
Number of votes With Policy	753	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	528	70.12%
Number of votes Against Mgmt	225	29.88%
Number of votes on Shareholder Proposals	0	0.00%

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

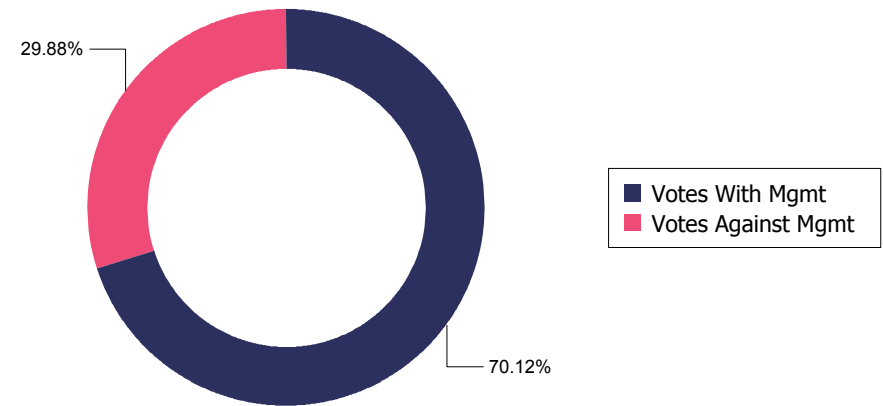
Voting Statistics



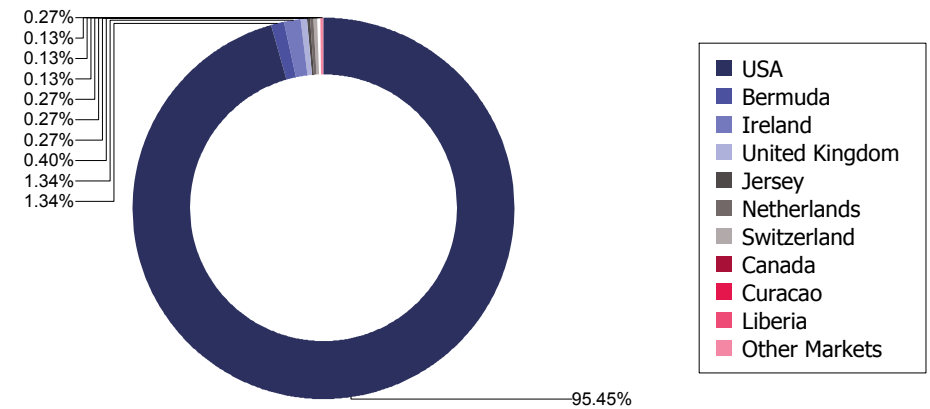
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Vote Alignment with Policy

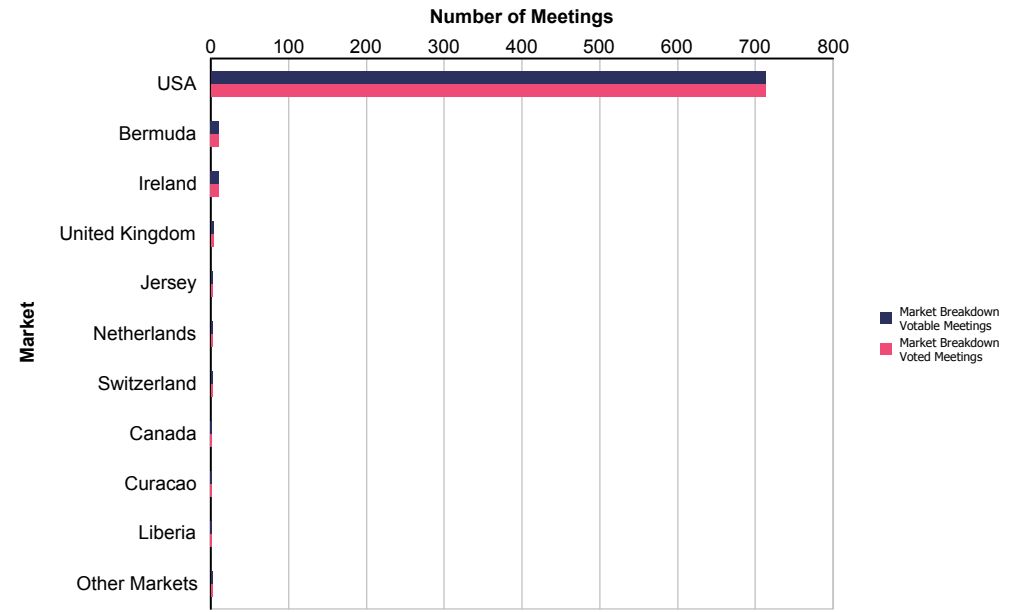
No graphical representation provided.

Vote Alignment with Management**Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	713	713	100.00%
Bermuda	10	10	100.00%
Ireland	10	10	100.00%
United Kingdom	3	3	100.00%
Jersey	2	2	100.00%
Netherlands	2	2	100.00%
Switzerland	2	2	100.00%
Canada	1	1	100.00%
Curacao	1	1	100.00%
Liberia	1	1	100.00%
Panama	1	1	100.00%
Puerto Rico	1	1	100.00%

Meetings Voted by Market

Market Voting Statistics



Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Micron Technology, Inc.	12-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Zscaler, Inc.	13-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Visa Inc.	24-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Post Holdings, Inc.	26-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Accenture Plc	01-Feb-23	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tyson Foods, Inc.	09-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Berry Global Group, Inc.	15-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Analog Devices, Inc.	08-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
QUALCOMM Incorporated	08-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Johnson Controls International Plc	08-Mar-23	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TransDigm Group Incorporated	09-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Apple Inc.	10-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
HEICO Corporation	17-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Concentrix Corporation	23-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Starbucks Corporation	23-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Jefferies Financial Group Inc.	29-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Walt Disney Company	03-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Broadcom Inc.	03-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hewlett Packard Enterprise Company	05-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
A. O. Smith Corporation	11-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lennar Corporation	12-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dow Inc.	13-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IQVIA Holdings Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Prosperity Bancshares, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pinnacle Financial Partners, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Boeing Company	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Commerce Bancshares, Inc.	19-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Huntington Bancshares Incorporated	19-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Carrier Global Corporation	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Adobe Inc.	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Corteva, Inc.	21-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CenterPoint Energy, Inc.	21-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
L3Harris Technologies, Inc.	21-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Seaboard Corporation	24-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Charter Communications, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Coca-Cola Company	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Exelon Corporation	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Comerica Incorporated	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bank of America Corporation	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Domino's Pizza, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
International Business Machines Corporation	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Wayfair Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Rollins, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Goldman Sachs Group, Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BorgWarner Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Cigna Group	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Marathon Petroleum Corporation	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cullen/Frost Bankers, Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ameriprise Financial, Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lockheed Martin Corporation	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pfizer Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Johnson & Johnson	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Corning Incorporated	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DISH Network Corporation	28-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Genuine Parts Company	01-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Paycom Software, Inc.	01-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
American Express Company	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MGM Resorts International	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NVR, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PacWest Bancorp	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Air Lease Corporation	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Carlisle Companies Incorporated	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Moderna, Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ovintiv Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ally Financial Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Brown & Brown, Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Federal Realty Investment Trust	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
General Dynamics Corporation	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PepsiCo, Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Philip Morris International Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
General Electric Company	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Simon Property Group, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Genpact Limited	04-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ecolab Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Equifax Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CME Group Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Eastman Chemical Company	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arch Capital Group Ltd.	04-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Boyd Gaming Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Curtiss-Wright Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Prologis, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AbbVie Inc.	05-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Berkshire Hathaway Inc.	06-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Uber Technologies, Inc.	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Warner Bros. Discovery, Inc.	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
3M Company	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RenaissanceRe Holdings Ltd.	09-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arthur J. Gallagher & Co.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
F.N.B. Corporation	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Airlines Group Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lamar Advertising Company	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Phillips 66	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American International Group, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ford Motor Company	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Norfolk Southern Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tempur Sealy International, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Verizon Communications Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Discover Financial Services	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Intel Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Laboratory Corporation of America Holdings	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Las Vegas Sands Corp.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Martin Marietta Materials, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ESAB Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Camden Property Trust	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Integra LifeSciences Holdings Corporation	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sempra Energy	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Colgate-Palmolive Company	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Progressive Corporation	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DraftKings, Inc.	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Chemed Corporation	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ventas Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Five9, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
ConocoPhillips	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MasTec, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Motorola Solutions, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
JPMorgan Chase & Co.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enovis Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Alteryx, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Northrop Grumman Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mondelez International, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Frontier Communications Parent, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
XPO, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Financial Group, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Invitation Homes, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Hartford Financial Services Group, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Chubb Limited	17-May-23	Switzerland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	11.3. Approve Remuneration Report	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Chubb Limited	17-May-23	Switzerland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	12. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CVS Health Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Xylem Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hilton Worldwide Holdings Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Otis Worldwide Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Yum! Brands, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CDW Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hasbro, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IDACORP, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Marsh & McLennan Companies, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PG&E Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Charles Schwab Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AT&T Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Jamf Holding Corp.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Quanta Services, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Merck & Co., Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Welltower Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BlackRock, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Equitable Holdings, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kilroy Realty Corporation	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amazon.com, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
United Airlines Holdings, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AvalonBay Communities, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Southern Company	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DuPont de Nemours, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Thermo Fisher Scientific Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EOG Resources, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pinterest, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Roblox Corporation	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
McDonald's Corporation	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sotera Health Company	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Illumina, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Mosaic Company	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Chevron Corporation	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DocuSign, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SEI Investments Company	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Expedia Group, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Walmart Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Seagen Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Airbnb, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ServiceNow, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Netflix, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Alphabet Inc.	02-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Palantir Technologies, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Antero Resources Corporation	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Organon & Co.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DaVita Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Element Solutions Inc	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Fortive Corporation	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
GoDaddy Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Comcast Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bruker Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Unity Software Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bath & Body Works, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Roku, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CoStar Group, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Exact Sciences Corporation	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Approve Remuneration Report	Against
Playtika Holding Corp.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sarepta Therapeutics, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Salesforce, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Allegion Plc	08-Jun-23	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Live Nation Entertainment, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
FLEETCOR Technologies, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Regeneron Pharmaceuticals, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Skechers U.S.A., Inc.	12-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Caesars Entertainment, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dollar Tree, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Twilio Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Virtu Financial, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SoFi Technologies, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Caterpillar Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Target Corporation	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Incyte Corporation	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vertiv Holdings Co.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
W. R. Berkley Corporation	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Delta Air Lines, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Equity Residential	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Evercore Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IAC Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gaming and Leisure Properties, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Monolithic Power Systems, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Display Corporation	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Zoom Video Communications, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ingersoll Rand Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dun & Bradstreet Holdings, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
UiPath, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lyft, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
General Motors Company	20-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
eBay, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Activision Blizzard, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Splunk Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Workday, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
nCino, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NVIDIA Corporation	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Petco Health and Wellness Company, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Match Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Biogen Inc.	26-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Masimo Corporation	26-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Policy

There are no votes against policy.

Analysis of Votes Against Management

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Micron Technology, Inc.	12-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Zscaler, Inc.	13-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Visa Inc.	24-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Post Holdings, Inc.	26-Jan-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Accenture Plc	01-Feb-23	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tyson Foods, Inc.	09-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Berry Global Group, Inc.	15-Feb-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Analog Devices, Inc.	08-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
QUALCOMM Incorporated	08-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Johnson Controls International Plc	08-Mar-23	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TransDigm Group Incorporated	09-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Apple Inc.	10-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
HEICO Corporation	17-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Concentrix Corporation	23-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Starbucks Corporation	23-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Jefferies Financial Group Inc.	29-Mar-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Walt Disney Company	03-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Broadcom Inc.	03-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hewlett Packard Enterprise Company	05-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
A. O. Smith Corporation	11-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lennar Corporation	12-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dow Inc.	13-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IQVIA Holdings Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Prosperity Bancshares, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Pinnacle Financial Partners, Inc.	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Boeing Company	18-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Commerce Bancshares, Inc.	19-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Huntington Bancshares Incorporated	19-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Carrier Global Corporation	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Adobe Inc.	20-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Corteva, Inc.	21-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CenterPoint Energy, Inc.	21-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
L3Harris Technologies, Inc.	21-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Seaboard Corporation	24-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Charter Communications, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Coca-Cola Company	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Exelon Corporation	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Comerica Incorporated	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bank of America Corporation	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Domino's Pizza, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
International Business Machines Corporation	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Wayfair Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Rollins, Inc.	25-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Goldman Sachs Group, Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BorgWarner Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Cigna Group	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Marathon Petroleum Corporation	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cullen/Frost Bankers, Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ameriprise Financial, Inc.	26-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lockheed Martin Corporation	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pfizer Inc.	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Johnson & Johnson	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Corning Incorporated	27-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DISH Network Corporation	28-Apr-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Genuine Parts Company	01-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Paycom Software, Inc.	01-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Express Company	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MGM Resorts International	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NVR, Inc.	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PacWest Bancorp	02-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Air Lease Corporation	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Carlisle Companies Incorporated	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Moderna, Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ovintiv Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ally Financial Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Brown & Brown, Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Federal Realty Investment Trust	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
General Dynamics Corporation	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PepsiCo, Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Philip Morris International Inc.	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
General Electric Company	03-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Simon Property Group, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Genpact Limited	04-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ecolab Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Equifax Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CME Group Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Eastman Chemical Company	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arch Capital Group Ltd.	04-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Boyd Gaming Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Curtiss-Wright Corporation	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Prologis, Inc.	04-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AbbVie Inc.	05-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Berkshire Hathaway Inc.	06-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Uber Technologies, Inc.	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Warner Bros. Discovery, Inc.	08-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
3M Company	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RenaissanceRe Holdings Ltd.	09-May-23	Bermuda	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Arthur J. Gallagher & Co.	09-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
F.N.B. Corporation	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Airlines Group Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lamar Advertising Company	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Phillips 66	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American International Group, Inc.	10-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ford Motor Company	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Norfolk Southern Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Tempur Sealy International, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Verizon Communications Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Discover Financial Services	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Intel Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Laboratory Corporation of America Holdings	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Las Vegas Sands Corp.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Martin Marietta Materials, Inc.	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ESAB Corporation	11-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Camden Property Trust	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Integra LifeSciences Holdings Corporation	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sempra Energy	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Colgate-Palmolive Company	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Progressive Corporation	12-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DraftKings, Inc.	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Chemed Corporation	15-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ventas Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Five9, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ConocoPhillips	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MasTec, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Motorola Solutions, Inc.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
JPMorgan Chase & Co.	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Enovis Corporation	16-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Alteryx, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Northrop Grumman Corporation	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mondelez International, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Frontier Communications Parent, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
XPO, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
American Financial Group, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Invitation Homes, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Hartford Financial Services Group, Inc.	17-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Chubb Limited	17-May-23	Switzerland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	11.3. Approve Remuneration Report	Against
Chubb Limited	17-May-23	Switzerland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	12. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CVS Health Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Xylem Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Hilton Worldwide Holdings Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Otis Worldwide Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Yum! Brands, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CDW Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Hasbro, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IDACORP, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Marsh & McLennan Companies, Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PG&E Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Charles Schwab Corporation	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AT&T Inc.	18-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Jamf Holding Corp.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Quanta Services, Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Merck & Co., Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Welltower Inc.	23-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BlackRock, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Equitable Holdings, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kilroy Realty Corporation	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Amazon.com, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
United Airlines Holdings, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AvalonBay Communities, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Southern Company	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DuPont de Nemours, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Thermo Fisher Scientific Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
EOG Resources, Inc.	24-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Pinterest, Inc.	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Roblox Corporation	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
McDonald's Corporation	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sotera Health Company	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Mosaic Company	25-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Chevron Corporation	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
DocuSign, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Exelixis, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	For
SEI Investments Company	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Expedia Group, Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Walmart Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Seagen Inc.	31-May-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Airbnb, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ServiceNow, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Netflix, Inc.	01-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Alphabet Inc.	02-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Palantir Technologies, Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Antero Resources Corporation	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Organon & Co.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DaVita Inc.	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Element Solutions Inc	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Fortive Corporation	06-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
GoDaddy Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Comcast Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bruker Corporation	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Unity Software Inc.	07-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bath & Body Works, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Roku, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CoStar Group, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Exact Sciences Corporation	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gates Industrial Corporation Plc	08-Jun-23	United Kingdom	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Approve Remuneration Report	Against
Playtika Holding Corp.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sarepta Therapeutics, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Salesforce, Inc.	08-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Allegion Plc	08-Jun-23	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Live Nation Entertainment, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
FLEETCOR Technologies, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Regeneron Pharmaceuticals, Inc.	09-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Skechers U.S.A., Inc.	12-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Caesars Entertainment, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dollar Tree, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Twilio Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Virtu Financial, Inc.	13-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
SoFi Technologies, Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Caterpillar Inc.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Target Corporation	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Incyte Corporation	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Vertiv Holdings Co.	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
W. R. Berkley Corporation	14-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Delta Air Lines, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Equity Residential	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Evercore Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
IAC Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Gaming and Leisure Properties, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Monolithic Power Systems, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Universal Display Corporation	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Zoom Video Communications, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ingersoll Rand Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Dun & Bradstreet Holdings, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
UiPath, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Lyft, Inc.	15-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
General Motors Company	20-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
eBay, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Activision Blizzard, Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Splunk Inc.	21-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Workday, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
nCino, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NVIDIA Corporation	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Petco Health and Wellness Company, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Match Group, Inc.	22-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Biogen Inc.	26-Jun-23	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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



B.2

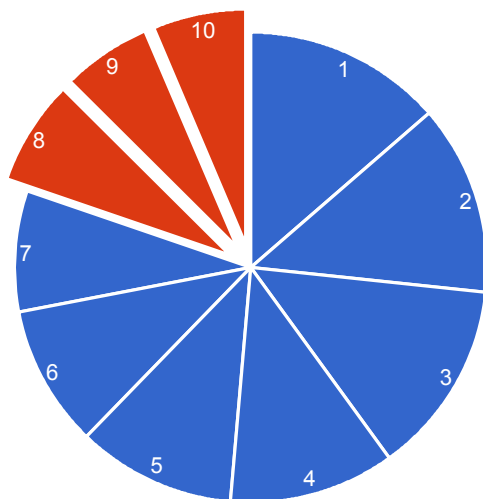
Governance Risk Report

02-Jul-2023

Reporting Period: 01-Apr-2023 to 30-Jun-2023

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

Portfolio Risk by ISS Governance QualityScore



20%² of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

Largest Portfolio Positions with High Governance Risk

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

Company	Ticker	Position Value (USD) ¹	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Tencent Holdings Limited	700	97.9 M	10	6	10	4	10
Tencent Holdings Limited	700	97.9 M	10	6	10	4	10
Amazon.com, Inc.	AMZN	55.5 M	10	10	10	2	5
LVMH Moët Hennessy Louis Vuitton SE	MC	48.0 M	10	10	9	7	5
Meituan	3690	42.5 M	9	5	9	10	1
BYD Company Limited	1211	37.9 M	8	8	5	10	6
Constellation Software Inc.	CSU	34.8 M	9	10	8	5	5
NetEase, Inc.	9999	32.2 M	10	7	10	1	2
Alphabet Inc.	GOOGL	27.6 M	10	2	10	10	8
Larsen & Toubro Limited	500510	26.9 M	9	8	8	1	3
Barrick Gold Corporation	ABX	21.7 M	8	7	9	1	7
Berkshire Hathaway Inc.	BRK.B	18.4 M	10	10	10	10	10
NVIDIA Corporation	NVDA	17.4 M	8	10	1	8	6
Unilever Plc	ULVR	16.8 M	8	1	10	1	6
Meta Platforms, Inc.	META	13.1 M	10	9	10	10	8

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

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

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



Investment Manager Summary

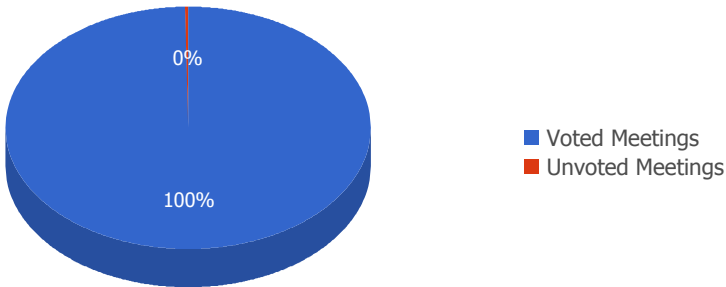
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 ¹	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
Artisan Partners	97%	19%	5%	2%	10%
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	98%	20%	11%	15%	15%
Marin County Employees Retirement Association	100%	20%	36%	26%	0%
Morgan Stanley Investment Management- New York #132	100%	10%	8%	4%	8%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	98%	17%	3%	4%	10%
TOTALS	100%	20%	32%	24%	2%

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

Meeting Overview

Category	Number
Votable Meetings	1,975
Meetings Voted	1,971
Proxy Contests Voted	10
Meetings with Against Management Votes	1,749
Meetings with Against ISS Votes	1,616

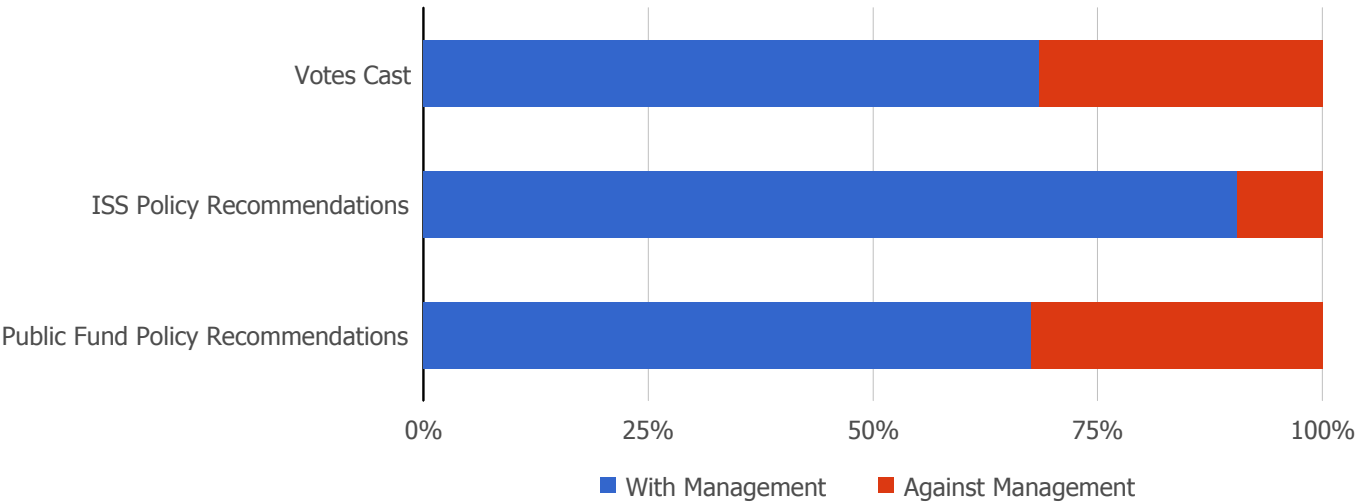
Comparison of Meetings Voted



With 1,975 meetings available to vote during the period, 1,971 were voted, equating to approximately 100% of the votable meetings with close to 0% unvoted.

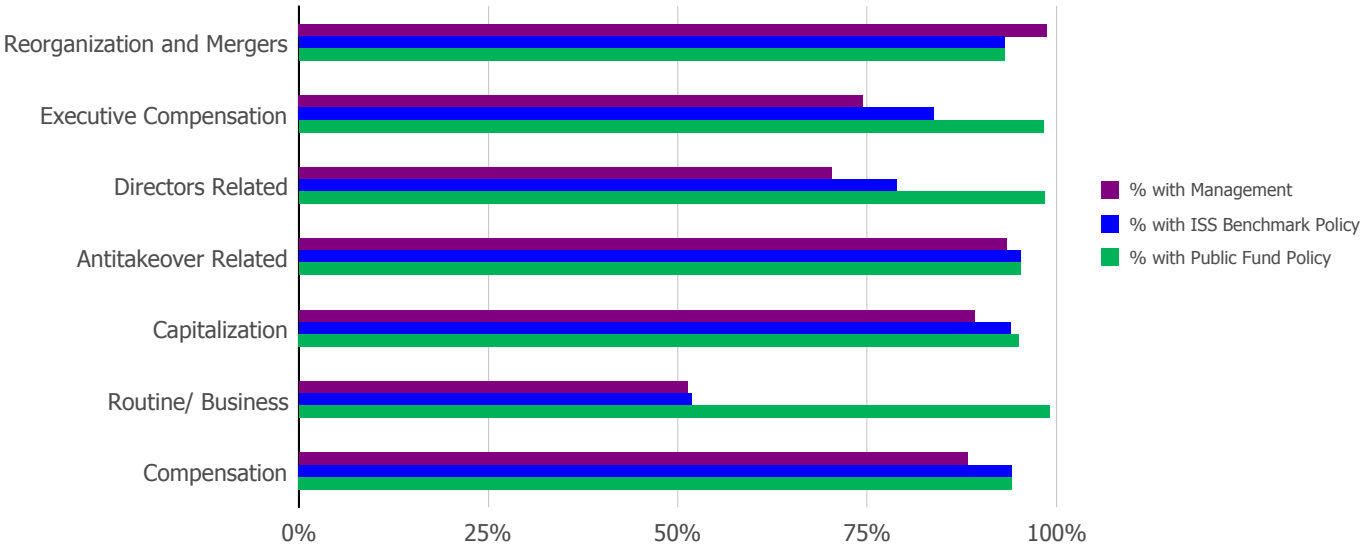
Alignment with Management

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 68% of cases, while the ISS Benchmark Policy recommendations are at 90%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 68% of proposals.



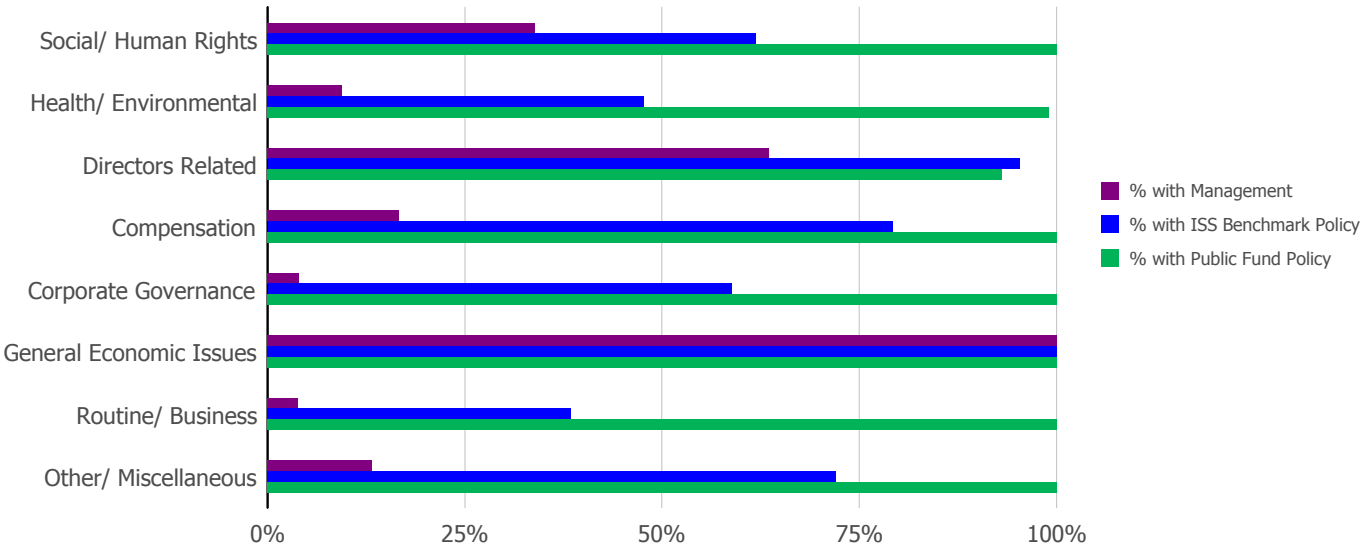
Votes Cast on Management Proposal Categories

- › The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- › Votes cast during the reporting period were least in line with management on Other/Misc matters, where only 27% of votes followed management recommendations.
- › Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to Routine/ Business, at 96% and the lowest level of support for shareholder proposals related to General Economic Issues, with 0% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.



Contested Meetings Overview

Company	Ticker	ISS Governance QualityScore	Meeting Date	Position Value (USD)*	ISS Recommended Slate	Slate Voted	Key Takeaways
Illumina, Inc.	ILMN	10	25-May-2023	537,263.5	Dissident	Dissident	> There are concerns surrounding the magnitude and structure of one-time equity awards made to the CEO.
Alkermes Plc	ALKS	2	29-Jun-2023	415,956.9	Dissident	Dissident	<p>> The company is incorporated in Ireland but is a U.S. domestic issuer as defined by the U.S. Securities and Exchange Commission, and the proposals at this meeting have been evaluated under U.S. policy.</p> <p>> Sarissa Capital, an 8.5 percent shareholder, has nominated three candidates to the 11-member board.</p> <p>> Although Alkermes' total shareholder return has outperformed peers, its valuation has improved, it has kept R&D expense in check, and there have been recent enhancements in governance, the board has not restrained SG&A spending, delivered profitability improvements, or generated a positive return on investment. In consideration of an arbitration outcome earlier this month that is expected to deliver substantial revenue gains, the dissident has made a compelling case for incremental change to improve profitability and avoid misuse of a windfall.</p> <p>> Shareholders are recommended to vote on the dissident's BLUE card to:</p> <p>> support dissident nominee Sarah Schlesinger</p> <p>> withhold support from management nominee Richard Gaynor, dissident nominee Alex Denner, and dissident nominee Patrice Bonfiglio</p> <p>> support all management nominees other than Gaynor</p>
Exelixis, Inc.	EXEL	3	31-May-2023	402,335.8	Dissident	Dissident	Despite the continued use of two cards, this is a proxy contest that has been resolved. The company is directly supporting two of the dissidents' three nominees on its card to replace two incumbent directors that will not stand for re-election at the 2023 AGM. The third and final incumbent director targeted by the dissident stepped down more recently and the company has indicated in a press release that it "will not contest" the election of the dissident's third candidate, David Johnson. As a result, there are currently 11 nominees for 11 board seats. However, the company has not revised its card, ostensibly for cost reasons and concerns about potential delays. As a result, the dissident has not withdrawn its card. Shareholders are recommended to vote for the eight incumbent directors and three dissident nominees (no longer contested) on the dissidents' (White) card.
Masimo Corporation	MASI	4	26-Jun-2023	146,484.5	Dissident	Dissident	<p>> Politan Capital Management, which is a 9.0 percent shareholder, is seeking two seats on the five-member classified board.</p> <p>> In February 2022, the company announced the acquisition of Sound</p>

							<p>United, a consumer audio company. Although Sound United had a price tag of just over \$1 billion, nearly \$5 billion of market cap was immediately wiped away. After the dissident expressed interest in board representation in September, the company adopted a poison pill and amended advance notice provisions. The dissident filed a lawsuit challenging the advance notice provisions, along with elements of the CEO's employment contract. The board rescinded the amended advance notice provisions in February, and announced a series of governance developments in March. These included a plan to expand from five to seven members, which was postponed and has been submitted to a shareholder vote at this meeting (Item 6). The board has committed to add dissident nominee Michelle Brennan as the sixth director if the proposal is approved and both incumbent nominees are reelected.</p> <p>> Announcement of the Sound United acquisition demonstrated a severe disconnect between the board and shareholders. The transaction was not necessarily indefensible when viewed in isolation, but it changed the fundamental nature of the company that investors had bought into, and blindsided them in the process. Shareholders had no safety net, as the corporate governance framework had been structured to disenfranchise rather than empower them, and the board has since demonstrated a profound disregard for their interests. These and other factors evidence a fundamental lack of accountability to the investor base. As such, the dissident has made a case for change. Votes for dissident nominees Michelle Brennan and Quentin Koffey are warranted on the dissident (BLUE) card.</p> <p>> The compensation committee was adequately responsive to shareholder concerns following last year's low say-on-pay vote. In addition, the annual and long-term incentive programs are sufficient performance based.</p>
WisdomTree, Inc.	WT	5	16-Jun-2023	98,885.7	Dissident	Dissident	<p>ETFs Capital, which together with Lion Point Capital reached a settlement with WT last year to appoint two directors, expanding the board to nine members, is running a repeat campaign this year to appoint three directors. ETFs, which is controlled by Graham Tuckwell, sold its European business to WT in 2018 for cash, common shares, and preferred shares and currently holds approximately 10.2 percent through ownership of common shares and 18.3 percent on an as-converted basis together with the preferred stock as a result of this transaction. Given mixed TSR and historical operating performance, lingering questions about the balance of power on the board, and the decision to not re-nominate a director who joined last year as part of the settlement, shareholders would benefit from more independent voices on the board to ensure oversight of strategy and execution. Shareholders are recommended to vote on the dissident's card FOR dissident nominees Aust and Pankopf and company nominees Blake, Mielke, Naidoo, and Steinberg, and WITHHOLD votes from company nominees Neuger and Salerno, as well as dissident Tuckwell. Annual incentives are ultimately discretionarily determined and equity awards for certain NEOs were majority time-based, which warrants continued monitoring. However, pay and performance are reasonably aligned, the CEO's incentive was paid out at the funding level, and half of his equity</p>

Pitney Bowes Inc.	PBI	4	09-May-2023	65,358.1	Dissident	Dissident	<p>awards were based on clearly-disclosed multi-year goals. Shareholder support for the poison pill is not warranted as the pill has a trigger of only 10 percent and shareholders' existing inability to act outside the annual meeting cycle raises concern about its potential use as an entrenchment mechanism.</p> <p>> Hestia Capital Partners, which is an 8.4 percent shareholder, has nominated five directors to what will be a nine-member board after the AGM.</p> <p>> The company announced several board changes after launch of the dissident's campaign, including the departure of three incumbent directors at this meeting. In addition, the board appointed two new directors and is supporting one of the dissident's nominees (Katie May).</p> <p>> The company has spent the past decade navigating a transformation, pursuant to which it has trimmed and refocused legacy businesses while building out an ecommerce operation (GEC), which is positioned as the primary growth driver. Although elements of the process have arguably met with a degree of success, GEC has consistently failed to progress in line with self-established expectations. As a result, operational performance has deteriorated, TSR has steadily declined, and the leadership team has lost credibility.</p> <p>> Fundamentally, this is a contest between parties espousing competing visions for GEC, the future of which will likely have a more significant impact on the health and direction of the company than any other factor. The company has failed to convince shareholders that GEC is now on the right path, and despite recent refreshment, there are ongoing concerns with board leadership and composition. As such, the dissident has made a case for change. With that said, the bar for a control slate is high, and the dissident has not cleared it outright. By establishing a board with six new independent directors (four dissident nominees and the two new management nominees), and removing the incumbent directors with the most concerning links to management, there would be a mandate from shareholders for objective thinking about the future of GEC, and no apparent hurdle to exercising effective oversight.</p> <p>> Votes for dissident nominees Milena Alberti-Perez, Todd Everett, Katie May, and Kurt Wolf, and management nominees Steven Brill, Mary Guilfoile, Sheila Stamps, Darrell Thomas, and Marc Lautenbach, are warranted on the dissident (WHITE) card.</p>
First Foundation Inc.	FFWM	4	27-Jun-2023	24,101.5	Management	Management	<p>> Driver Management Company, a 0.6 percent shareholder, has nominated one candidate for election to replace incumbent director John Hakopian.</p> <p>> The company has a history of long-term positive TSR and operational performance, and appears to have taken decisive actions in response to rapidly increasing interest rates. While the company's actions did not make it immune to the effects of the current crisis impacting regional banks, it appears to be better positioned to weather the current rate environment. In light of these factors, the dissident has not presented</p>

							a case that change is warranted at this time.
							<p>> Votes for all management nominees are recommended and withhold votes are recommended on dissident nominee Allison Ball.</p>
Blue Foundry Bancorp	BLFY	8	18-May-2023	13,616.7	Management	Management	<p>The Committee to Preserve Stockholder Value, a group of investors led by Lawrence Seidman that owns 6.3 percent of BLFY, has nominated two candidates to the nine-member board. This proxy contest follows a Vote No campaign by Seidman against the equity plan proposal and all director nominees at the 2022 AGM. The non-employee directors' and CEO's compensation was relatively high due to equity grants in connection with the mutual-to-stock conversion. The director grants were one-time in nature, and it is relatively common for NEOs to receive larger awards following a company becoming a publicly-traded entity. In addition, short-term incentives were primarily performance-based. These factors mitigate the high director pay and pay-for-performance misalignment during the year in review. Notwithstanding profitability underperformance relative to peers, and taking into account TSR since the IPO, the mitigation of the pay-for-performance misalignment, and the relatively sparse detail of the dissident's arguments, the dissident has not made a compelling case that board change is necessary at this time. Support is therefore warranted for the management nominees. The proposed merger with a wholly-owned subsidiary has no economic or ownership impact, but will remove the supermajority vote requirement to amend the governing documents and declassify the board beginning with the 2027 AGM.</p>
Broadwind, Inc.	BWEN	3	23-May-2023	9,529.1	Management	Management	<p>> WM Argyle Fund LLC, which owns 1.0 percent of BWEN common shares, has nominated three directors to the seven-member board.</p> <p>> BWEN has spent the past several years diversifying its operations, and, after two years of macro challenges, the core wind market is poised to benefit from a recently-passed law that is expected to increase demand and enhance visibility. BWEN has already booked its first win in this new environment, announcing the largest wind tower order in company history in January. The dissident launched its campaign a week after the order was announced, citing concern with the ability of leadership to execute and take advantage of industry tailwinds. The dissident initially sought to overhaul the entire board, before reducing its slate to three nominees.</p> <p>> The dissident has not presented a compelling case for change. It is true that performance over longer horizons is disappointing, and that BWEN has historically struggled with profitability. However, this will be the first chance for the incumbent leadership team to demonstrate the cumulative result of its diversification efforts in a favorable setting. Thus far, the market has reacted positively to the wind tower order, operational performance has since been promising, and it appears that recent board additions were appropriate. Ultimately, there is insufficient evidence to conclude that the board is not properly configured to oversee BWEN as it seeks to capitalize on industry tailwinds. As such, votes for all management nominees on the management card are warranted.</p>

AmeriServ Financial, Inc.	ASRV	26-May-2023	9,175.8	Management	Management	<p>> Driver Management company, a shareholder with an approximate 8.6 percent stake, has nominated three candidates for election on the nine-member board, to replace incumbent director Daniel Onorato, who is standing for election for the first time, and new company nominees Richard Bloomingdale and David Hickton.</p> <p>> The company determined that Driver's nominations were invalid and has filed suit in Pennsylvania state court seeking declaratory judgement that it properly rejected Driver's nominees and that Driver has no right to nominate candidates at this annual meeting. Driver filed a countersuit in U.S. District Court seeking declaratory judgement that its nominations were valid and that the annual meeting be postponed until after the court cases are resolved. A ruling in either case is not expected before the annual meeting. The company has stated that unless the dissident's nominations are determined to be valid, the nominations and proposals will be disregarded and votes cast in favor of the dissident nominees or proposals will not be counted.</p> <p>> Given the uncertainty regarding the outcome of the court cases, ISS is proceeding with our analysis on an uncontested basis. In the event the courts find in favor of the dissident, the company will have to file a new proxy card and may have to delay the annual meeting, and ISS will conduct a proxy fight analysis. The question of whether Driver's nominations and proposals are valid is a matter for the courts. If the company wins its lawsuit and Driver's nominations are found invalid, the board will be vindicated on that point. However, if the company loses its lawsuit, which would demonstrate that it sought to nullify appropriately nominated candidates - it could be interpreted as further validation of Driver's case.</p> <p>> Votes for management nominees Bloomingdale, Hickton, and Onorato are warranted at this time.</p> <p>> The board lacks racial/ethnic diversity.</p> <p>> The elimination of cumulative voting (Item 2) is not warranted, as appropriate safeguards such as a majority voting standard for director elections with a plurality carveout and proxy access for shareholders have not been put in place, and given the backdrop of a disputed proxy contest.</p>
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*Values are based on shares held on record date for the company's meeting held during the reporting period. Please contact your ISS Client Service Team with any questions related to how this value is calculated.

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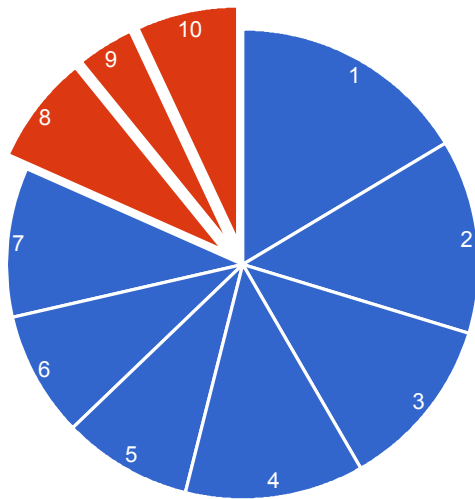
Governance Risk Report

17-Oct-2023

Reporting Period: 01-Jul-2023 to 30-Sep-2023

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

Portfolio Risk by ISS Governance QualityScore



18%² of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

Largest Portfolio Positions with High Governance Risk

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

Company	Ticker	Position Value (USD) ¹	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Larsen & Toubro Limited	500510	36.7 M	9	9	8	1	2
Compagnie Financiere Richemont SA	CFR	24.5 M	9	7	9	9	5
UltraTech Cement Ltd.	532538	18.9 M	10	9	9	5	8
ITC Limited	500875	13.0 M	8	9	6	1	3
Naspers Ltd.	NPN	11.8 M	9	9	9	10	2
NIKE, Inc.	NKE	2.6 M	10	10	4	10	10
Snowflake Inc.	SNOW	889,955.7	8	9	8	7	3
Liberty Media Corporation	FWONK	880,581.8	10	10	10	10	8
Constellation Brands, Inc.	STZ	658,251.5	8	3	3	10	10
Inter Parfums, Inc.	IPAR	476,906.8	8	10	5	4	9
Take-Two Interactive Software, Inc.	TTWO	406,775.3	8	7	8	4	8
Houlihan Lokey, Inc.	HLI	359,948.2	10	9	6	10	8
Under Armour, Inc.	UAA	259,863.0	9	5	8	10	3
The J. M. Smucker Company	SJM	218,214.2	8	4	8	9	10
RBC Bearings Incorporated	RBC	171,911.3	8	9	9	5	6

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

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

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



Investment Manager Summary

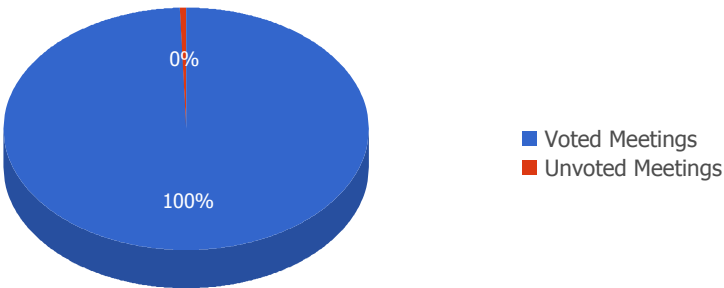
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 ¹	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
Artisan Partners	80%	25%	4%	4%	11%
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	100%	17%	8%	9%	13%
Marin County Employees Retirement Association	100%	19%	36%	25%	0%
Morgan Stanley Investment Management- New York #132	100%	0%	5%	2%	7%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	0%	0%	0%	16%
TOTALS	100%	18%	29%	21%	3%

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

Meeting Overview

Category	Number
Votable Meetings	205
Meetings Voted	204
Proxy Contests Voted	0
Meetings with Against Management Votes	152
Meetings with Against ISS Votes	132

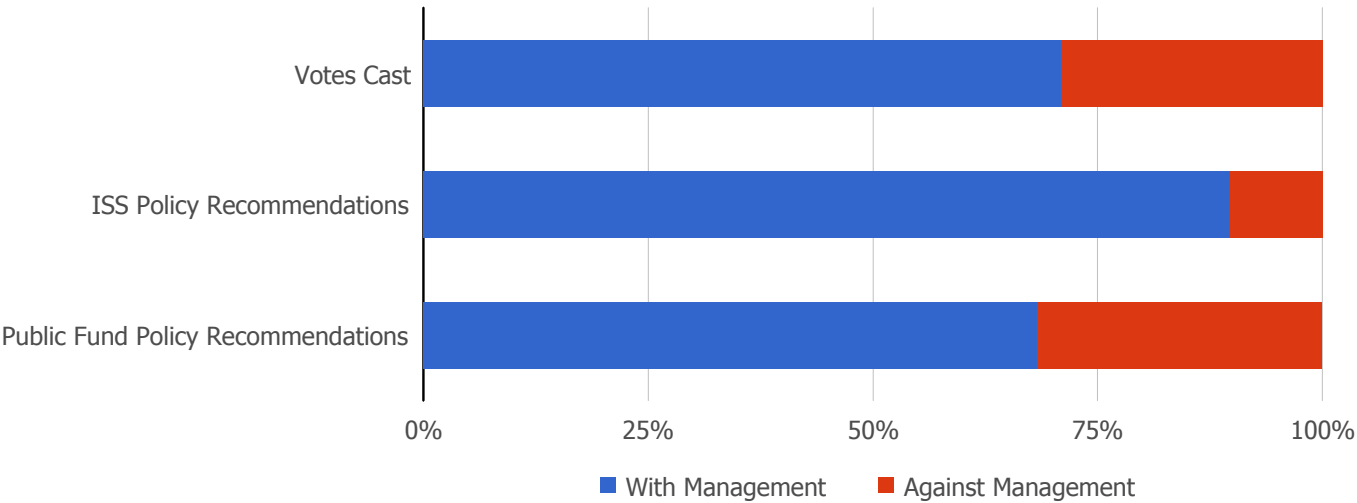
Comparison of Meetings Voted



With 205 meetings available to vote during the period, 204 were voted, equating to approximately 100% of the votable meetings with close to 0% unvoted.

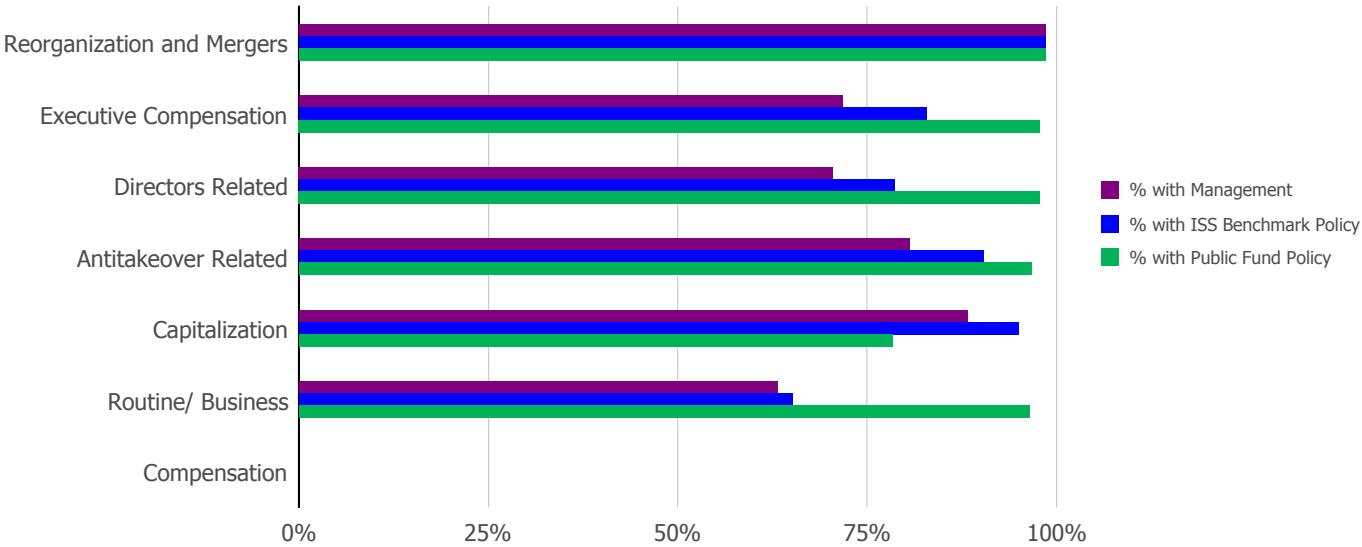
Alignment with Management

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 71% of cases, while the ISS Benchmark Policy recommendations are at 90%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 68% of proposals.



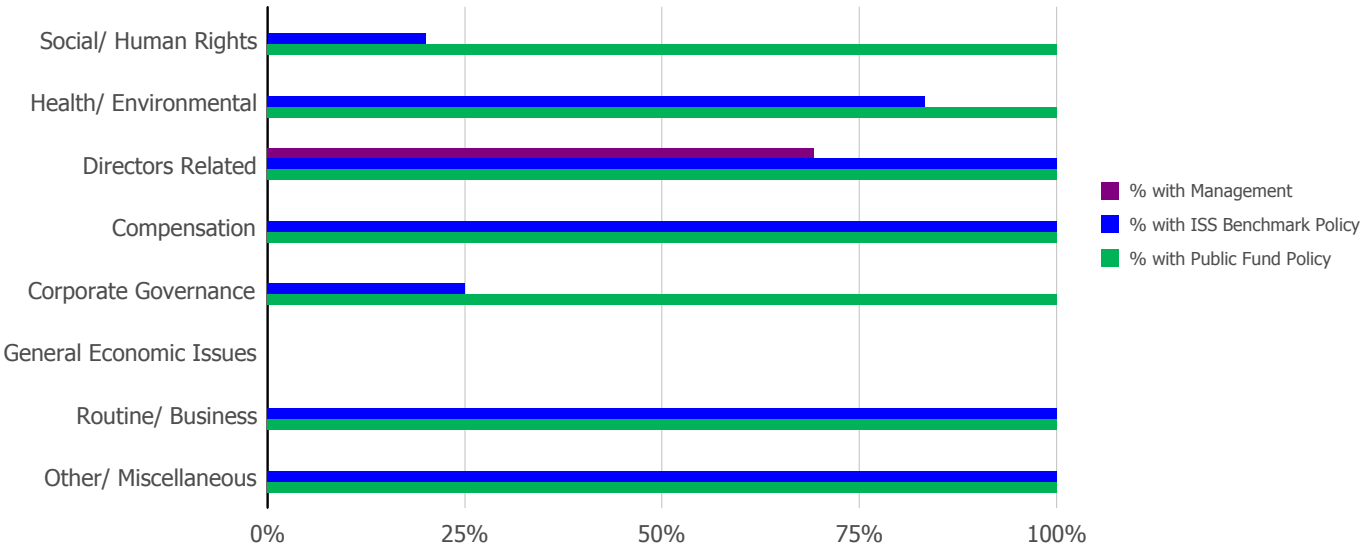
Votes Cast on Management Proposal Categories

- › The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- › Votes cast during the reporting period were least in line with management on Routine/ Business matters, where only 63% of votes followed management recommendations.
- › Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to Compensation, Corporate Governance, Health/ Environmental, Other/ Miscellaneous, Routine/ Business, Social/ Human Rights, at 100% and the lowest level of support for shareholder proposals related to Directors Related, with 31% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.





Contested Meetings Overview

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

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

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MCERA Governance Risk Managers Report Q2 2023

July 26, 2023

Security Name	MCERA Manager	Asset Class	ISS Position Value	MCERA Market Value	Period End Date
Tencent Holdings Limited	Fidelity Institutional Asset Management	Emerging Markets	\$97.9 M	\$4.8 M	6/30/2023
Amazon.com, Inc.	Artisan Partners	International Growth	\$55.5 M	\$7.4 M	6/30/2023
	State Street Global Advisors	Domestic Large Cap		\$21.7 M	6/30/2023
LVMH Moet Hennessy Louis Vuitton SE	Artisan Partners	International Growth	\$48.0 M	\$2.6 M	6/30/2023
	Morgan Stanley	International Value		\$4.0 M	6/30/2023
Meituan	Fidelity Institutional Asset Management	Emerging Markets	\$42.5 M	\$1.9 M	6/30/2023
BYD Company Limited	Fidelity Institutional Asset Management	Emerging Markets	\$37.9 M	\$750 K	6/30/2023
Constellation Software, Inc.	Morgan Stanley	International Value	\$34.8 M	\$5.7 M	6/30/2023
NetEase, Inc.	Fidelity Institutional Asset Management	Emerging Markets	\$32.5 M	\$1.7 M	6/30/2023
Alphabet, Inc.	State Street Global Advisors	Domestic Large Cap	\$27.6 M	\$12.8 M	6/30/2023
Larson & Toubro Limited	Fidelity Institutional Asset Management	Emerging Markets	\$26.9 M	\$1.2 M	6/30/2023
Barrick Gold Corporation	Morgan Stanley	International Value	\$21.7 M	\$4.4 M	6/30/2023
Berkshire Hathaway, Inc.	State Street Global Advisors	Domestic Large Cap	\$18.4 M	\$11.2 M	6/30/2023
NVIDIA Corporation	State Street Global Advisors	Domestic Large Cap	\$17.4 M	\$18.1 M	6/30/2023
Unilever Plc	Artisan Partners	International Growth	\$16.8 M	\$3.1 M	6/30/2023
Meta Platforms, Inc.	State Street Global Advisors	Domestic Large Cap	\$13.1 M	\$11.4 M	6/30/2023

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MCERA Governance Risk Managers Report Q3 2023

October 17, 2023

Security Name	MCERA Manager	Asset Class	ISS Position Value	MCERA Market Value	Period End Date
Larsen & Toubro Limited	Fidelity Institutional Asset Management	Emerging Markets	\$36.7 M	\$1.3 M	9/30/2023
Compagnie Financiere Richemont SA	Artisan Partners	International Growth	\$24.5 M	\$6.4 M	9/30/2023
UltraTech Cement Ltd.	Fidelity Institutional Asset Management	Emerging Markets	\$18.9 M	\$860 K	9/30/2023
ITC Limited	Fidelity Institutional Asset Management	Emerging Markets	\$13.0 M	\$776 K	9/30/2023
Naspers Ltd.	Fidelity Institutional Asset Management	Emerging Markets	\$11.8 M	\$622 K	9/30/2023
NIKE, Inc.	State Street Global Advisors	Domestic Large Cap	\$2.6 M	\$2.0 M	9/30/2023
Snowflake Inc.	State Street Global Advisors	Domestic Large Cap	\$889 K	\$840 K	9/30/2023
Liberty Media Corporation	State Street Global Advisors	Domestic Large Cap	\$880 K	\$250 K	9/30/2023
Constellation Brands, Inc.	State Street Global Advisors	Domestic Large Cap	\$658 K	\$703 K	9/30/2023
Inter Parfums, Inc.	Dimensional Fund Advisors	Domestic Small Cap Core	\$476 K	\$484 K	9/30/2023
Take-Two Interactive Software, Inc.	State Street Global Advisors	Domestic Large Cap	\$406 K	\$398 K	9/30/2023
Houlihan Lokey, Inc.	Dimensional Fund Advisors	Domestic Small Cap Core	\$359 K	\$217 K	9/30/2023
	State Street Global Advisors	Domestic Large Cap		\$96 K	9/30/2023
Under Armour, Inc.	Dimensional Fund Advisors	Domestic Small Cap Core	\$259 K	\$145 K	9/30/2023
	State Street Global Advisors	Domestic Large Cap		\$70 K	9/30/2023
The J. M. Smucker Company	State Street Global Advisors	Domestic Large Cap	\$218 K	233 K	9/30/2023
RBC Bearings Incorporated	Dimensional Fund Advisors	Domestic Small Cap Core	\$171 K	\$51 K	9/30/2023
	State Street Global Advisors	Domestic Large Cap		\$117 K	9/30/2023

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MCERA Holdings For ISS Contested Meeting Report
July 26, 2023

Security Name	MCERA Manager	Asset Class	Market Value of MCERA Holding	Period End Date
Illumina, Inc.	State Street Global Advisors	Domestic Large Cap	\$525 K	6/30/2023
Alkermes Plc	Dimensional Fund Advisors	Small Cap Core	\$398 K	6/30/2023
Exelixis, Inc.	Dimensional Fund Advisors	Small Cap Core	\$286 K	6/30/2023
	State Street Global Advisors	Domestic Large Cap	\$108 K	6/30/2023
Masimo Corporation	State Street Global Advisors	Domestic Large Cap	\$148 K	6/30/2023
Wisdom Tree, Inc.	Dimensional Fund Advisors	Small Cap Core	\$115 K	6/30/2023
Pitney Bowes, Inc.	Dimensional Fund Advisors	Small Cap Core	\$69 K	6/30/2023
First Foundation, Inc.	Dimensional Fund Advisors	Small Cap Core	\$22 K	6/30/2023
Blue Foundry Bankcorp	Dimensional Fund Advisors	Small Cap Core	\$13 K	6/30/2023
Broadwind, Inc.	Dimensional Fund Advisors	Small Cap Core	\$9.9 K	6/30/2023
AmeriServ Financial, Inc	Dimensional Fund Advisors	Small Cap Core	\$9.2 K	6/30/2023

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
CREDIT CARD POLICY**

Adopted: March 14, 2018
Amended: October 14, 2020
Reviewed: October 31, 2023

It is the policy of Marin County Employees' Retirement Association (MCERA) to account for the proper usage of MCERA credit cards for purposes of conducting MCERA business. The MCERA Retirement Administrator shall be responsible for the issuance, accounting, monitoring, and retrieval of all credit cards issued to MCERA, and in general for overseeing compliance with this policy.

1. PURPOSE

There is a need to establish a clear, accountable and enforceable MCERA Credit Card Policy. The purpose of this policy is to set guidelines for the use of credit cards issued to MCERA staff. In addition, the relevant cardholder's responsibility statement issued by the financial institution (i.e. Bank of America) and the cardholder's agreement govern the use of the MCERA credit card. The MCERA credit card purchasing option will significantly reduce the costs associated with low dollar purchases; the time involved in making low dollar purchases; and the amount of paperwork needed to make low dollar purchases, requisitions and purchase orders processed.

2. SCOPE

This credit card policy is intended to provide clarity and understanding of the legal framework (statutes, Board policies and other applicable rules and regulations) for MCERA credit card acquisition, usage and oversight, as follows.

- a. Any MCERA employee responsible for making credit card purchases using MCERA funds must comply with this credit card policy.
- b. The credit card policy included herein applies to all MCERA employees.
- c. This MCERA credit card policy will be used to establish uniform policy governing all MCERA credit card expenditure of funds.

3. STANDARD

a. Background

MCERA has chosen to document its Credit Card program for credit card use by authorized MCERA staff. MCERA has issued this MCERA credit card policy and procedure to guide the users of the MCERA credit card.

This document contains policies and procedures to be followed by MCERA employees whose duties require them to perform MCERA credit card transactions. The contents of

B.3.a

this document is applicable to all MCERA staff performing duties as part of their role at MCERA.

Staff who are involved in MCERA credit card transactions should be familiar with this policy and procedure. This document should be readily available to MCERA employees as a reference in carrying out their day-to-day usage of the MCERA credit card and in training new MCERA employees with credit card transaction roles.

b. Accountability

The MCERA credit card is to be used for official MCERA business only, and may not be used for personal purchases.

MCERA credit cards may be issued to three authorized employees of MCERA: Clerk of the Board of Retirement, Senior Accounting Assistant, and Retirement Administrator, and Procurement Agent as designated by the Retirement Administrator. Cardholders are responsible for the physical security of the card, the credit card number, and all charges appearing on the monthly statement of the card provided by MCERA under their name. Although no other individual may use the card or be provided with the credit card number, another person may pick up merchandise ordered by the cardholder.

The MCERA credit card is issued to a Cardholder for use by the person, on behalf of MCERA, only. Generic cards cannot be issued. The MCERA credit card must be used only by the Cardholder of official MCERA business only. No other MCERA employee, family member, supervisor, or person may use the card.

c. Prohibited MCERA Credit Card Purchases

Prohibited credit card purchases include, but are not limited to, the following transactions. Exceptions may only be granted by the Retirement Administrator in writing. If the Retirement Administrator seeks an exception to this policy, it may be granted in writing only by the Chair of the Board of Retirement.

- Reprographic services;
- Capital assets;
- Professional services;
- Wire transfer, money order;
- Direct marketing insurance services;
- Financial institutions: annual cash advance, automatic cash advance;
- Non-Financial institutions; foreign currency, money orders, traveler's check;
- Security brokers/dealers;
- Overpayments;
- Savings bonds;
- Timeshares;
- Betting, casino gaming chips, off-track betting;
- Political organizations;

B.3.a

- Religious organizations;
- Court costs, alimony, child support;
- Fines;
- Bail and bond payments;
- Tax payments;
- Government loan payments; and
- Other restrictions as defined in the procedures or determined by the Purchasing Agent.

d. Purchasing Methods

Cardholders may use the MCERA credit card to purchase goods in person, by telephone, by FAX, by mail or electronically over the Internet. The MCERA credit card may be used at any business establishment that accepts a VISA credit card as a form of payment. If a vendor does not accept VISA and would like to become a VISA authorized merchant, they should contact their preferred financial institution.

The MCERA credit card may be used by MCERA instead of traditional purchasing methods, to make low dollar purchases of items where no other advantage in price, terms, or delivery time can be gained by Purchasing's buyer involvement. Most items under \$1,000 may be purchased using the MCERA credit card as long as the vendor accepts a VISA credit card.

If a cardholder uses the MCERA credit card to purchase goods or services for his or her business needs, the ~~Accounting Unit Manager~~ Chief Financial Officer— Approving Official (AO), must provide written pre-approval for such a purchase.

e. Roles and Responsibilities

The MCERA credit card program has two levels of organizational responsibility as described below.

Bank of America – Bank of America is the contractor that provides the MCERA credit card to the MCERA cardholders.

MCERA Retirement Administrator – For purposes of the MCERA credit card program, the Retirement Administrator has the duty and responsibilities to add, change or delete Cardholders. The MCERA Retirement Administrator is the final approver attesting that all charges on the monthly Cardholder statement are allowable purchases per MCERA policies and procedures.

MCERA Approving Official (AO) – For purposes of the MCERA credit card program, the Chief Financial Officer serves as the AO and up to three cardholders, Clerk of the Board of Retirement, Senior Accounting Assistant Accountant, and Retirement Administrator. In the absence of the AO, the MCERA Retirement Administrator or the MCERA Assistant Retirement Administrator will serve as the alternate AO.

B.3.a

The MCERA Retirement Administrator has designated the MCERA ~~Accounting Unit Manager~~Chief Financial Officer to be the AO for pre-auditing invoices supporting the MCERA credit card purchases.

- The AO will attest that all charges on the monthly Cardholder statement are allowable purchases per MCERA policies and procedures.
- The duties and responsibilities of the AO are:
 - a. Ensure the Accounting Unit receives ~~To receive~~ all ~~supporting~~ documentation supporting the Cardholder's monthly statements ~~for review~~. The AO must account for each Cardholder's monthly activity by comparing the received information with the Approving Official Summary Report;
 - b. To review all payment documents, supporting receipts and invoices to ensure items being purchased match by item and amount what is shown in the monthly Cardholder's billing statement;
 - c. To determine that purchases are in accordance with MCERA policies;
 - d. To verify the Cardholder has reconciled the supporting documentation to the monthly billing statement and has authorized the charges by signing and dating the bottom of the statement;
 - e. ~~Once everything has been validated, the AO will authorize payment by signing the bottom of the monthly billing statement;~~
 - f. To ~~submit a signed~~review and approve the MCERA Invoice for payment processing ~~at least ten working days~~ prior to the payment due date in Munis.
 - g. To retain supporting documents of MCERA credit card transactions, Cardholder monthly statements, and other documents related to the MCERA credit card.
 - h. When requested, to provide documents and information during the annual random MCERA audit.

Cardholder – The Cardholder is responsible for ensuring that the MCERA credit card is used in accordance with all MCERA and Bank of America regulations, policies, and procedures. The Cardholder will receive prior approval from the Retirement administrator before charging any education or travel related expenses associated with their work at MCERA.

- The Cardholder is also responsible for:
- The physical security of the card and the card number;
- Accumulating Cardholder copies of sales drafts, charge slips and any supporting documentation;
- Reconciling receipts and charge slips to the monthly billing statement; and
- Sending ~~reconciled and signed~~ monthly statements s and receipts/supporting documentation to ~~the AO~~Accounting for review and processing.

Revocation of Privileges: The MCERA credit card privileges may be revoked at any time, upon direction of the MCERA Retirement Administrator. The MCERA credit card privileges will be revoked if the Cardholder continuously misuses the credit card.

B.3.a

Improper purchases, frequent lost receipts, not maintaining supporting documentation, and/or not complying with the intent and details of the MCERA credit card program are examples of misuse.

Intentional use of the MCERA credit card for other than official MCERA purposes may result in immediate cancellation of the Cardholder's MCERA credit card, and possible disciplinary action.

MCERA Invoice Processor – is responsible for

- [compiling supporting documentation received from the Cardholders for each credit card and;](#)
- [creating a Summary Report of transactions and GL coding for the AO;](#)
- [entering MCERA invoices and all supporting documentation in MUNIS for review and approval for payment.](#)

MCERA Invoice Approver L1 – is responsible for reviewing and approving MCERA invoices in MUNIS. Additionally, he/she must ensure that the entries are correct [and all supporting documentation is attached-](#)

f. Card Appearance

The MCERA credit card is a standard VISA card issued by Bank of America. The card has Marin County Retirement both printed and embossed on it. The MCERA credit card is embossed with the individual Cardholder's name.

g. Spending Limits

MCERA establishes the maximum single transaction limit and maximum monthly amount of not more than \$5,000 respectively for each Cardholder. MCERA may decrease this limit as warranted. If the monthly amount of \$5,000 will be exceeded the Cardholder will seek prior written approval from the Retirement Administrator before making any purchases over the monthly maximum, or by the Chair of the Board of Retirement if such written approval is sought by the Retirement Administrator.

Most items under \$1,000 may be purchased using the MCERA credit card as long as the vendor accepts a VISA credit card. With the exception of conference registrations, Board Workshops and travel related to education and official duties of the Board of Retirement or MCERA staff, all other items purchased over \$1,000 must be approved by the ~~Accounting Unit Manager~~ [Chief Financial Officer](#) in consultation with the Retirement Administrator.

4. QUALITY ASSURANCE/IMPROVEMENT

This MCERA credit card policy will receive a review at least every three years and may be amended from time to time.

5. COMPLIANCE WITH ALL APPLICABLE LAWS

MCERA shall engage an independent auditor to provide reasonable assurance that the financial reporting controls of MCERA are reliable and prepared in accordance with Generally Accepted Accounting Principles along with the MCERA's adherence to this policy.

6. RELATED DEPARTMENTS

None

7. POLICY REVIEW

The Finance and Risk Management Committee shall review this MCERA Credit Card Policy at least every three years to assure its efficacy and relevance. This MCERA Credit Card Policy may be amended from time to time by majority vote of the Finance and Risk Management Committee.

8. ATTACHMENTS

No Attachments

9. APPROVAL SIGNATURE

Date

Jeff Wickman
MCERA Retirement Administrator

**Investment Policy Statement
For**

Marin County Employees' Retirement Association

Mcera



FINAL DRAFT
December October 20232

MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION
INVESTMENT POLICY STATEMENT

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INTRODUCTION

The Marin County Employees' Retirement Association ("MCERA") was established to provide retirement benefits to county employees and other local public agencies. The Board of Retirement (the "Board" and/or the "Board of Retirement") is comprised of the County Director of Finance, four members appointed by the County Board of Supervisors, four members elected by the membership, plus one alternate retiree and one alternate safety member. The Director of Finance may also designate a deputy, who is employed under the Director of Finance's authority, to act in his or her place and stead on the Board or any of its committees.

MCERA was organized in accordance with the provisions of California's 1937 County Employees Retirement Law ("1937 Act"). The powers and duties of the Board of Retirement are set forth in the 1937 Act and in Article XVI, section 17, of the State Constitution. This document provides a framework for the investment of the assets of MCERA. The Board of Retirement has established a standing Investment Committee, which is composed of all members of the Board of Retirement ("Investment Committee" or "Committee"). As set forth in the Investment Committee's Charter, the Committee has been delegated all investment authority of MCERA as set forth therein. The purpose of the Investment Policy is to assist the Board, through the Investment Committee, in effectively supervising and monitoring the assets of MCERA (the "Plan" or the "Fund"). Specifically, it will address the following issues:

- The general goals of the investment program;
- The policies and procedures for the management of the investments;
- Specific asset allocations, rebalancing procedures and investment guidelines;
- Performance objectives; and
- Responsible parties.

The Investment Committee establishes this investment policy in accordance with applicable local, State, and Federal laws. The Board and Committee members exercise authority and control over the Plan, by setting policy which the Staff executes either internally or through the use of external prudent experts. The Board and Committee oversee and guide the Plan subject to the following basic fiduciary responsibilities:

- Solely in the interest of, and for the exclusive purpose of, providing benefits to participants and their beneficiaries, minimizing contributions thereto, and defraying reasonable expenses of administering the Plan.
- Invest and manage Fund assets as a prudent investor would, by considering the purposes, terms, distribution requirements, and other circumstances of the Fund. In satisfying this standard of care, the trustees shall exercise reasonable care, skill, and caution.
- Diversify the investments of the Plan so as to minimize the risk of loss and to maximize the rate of return, unless under the circumstances it is clearly prudent not to do so. Diversification is applicable to the deployment of the assets as a whole.

B.3.b

This policy statement is designed to allow for sufficient flexibility in the management oversight process to capture investment opportunities as they may occur, while setting forth reasonable parameters to ensure prudence and care in the execution of the investment program.

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POLICIES AND PROCEDURES

The policies and procedures of MCERA's investment program are designed to maximize the probability that the investment goals will be fulfilled. Investment policies will evolve as Fund conditions change and as investment conditions warrant.

Asset Allocation Policy

MCERA adopts and implements an asset allocation policy that is predicated on a number of factors, including:

- A projection of actuarial assets, liabilities and benefit payments and the cost of contributions;
- Historical and expected long-term capital market risk and return behavior;
- An assessment of future economic conditions, including inflation and interest rate levels; and
- The current and projected funding status of the Plan.

This policy provides for diversification of assets in an effort to maximize the investment return of the Plan consistent with market conditions. Asset allocation modeling identifies asset classes the Plan will utilize and the percentage that each class represents of the total Fund. Due to the fluctuation of market values, positioning within a specified range is acceptable and constitutes compliance with the policy. It is anticipated that an extended period of time may be required to fully implement the asset allocation policy, and that periodic revisions will occur. MCERA's Staff and external consultants will monitor and assess the actual asset allocation versus policy and will evaluate any variation deemed significant.

The Board and Committee will implement the asset allocation policy (i) through the use of investment managers to invest the assets of MCERA in accordance with the investment guidelines incorporated into the investment management agreements executed with MCERA and/or (ii) through its investment in limited liability partnerships, limited liability corporations, commingled funds, group trusts or other commonly used investment vehicles, which invest allocated assets in accordance with the governing documents for the investment vehicle. When appropriate, passive management strategies may also be utilized.

INVESTMENT GOAL STATEMENT

The Plan's general investment goals are broad in nature. The objective shall be to efficiently allocate and manage the assets dedicated to the payment of Plan benefits and administrative expenses. The following goals, consistent with the above described purpose, are adopted:

- The overall goal of MCERA's investments is to provide Plan participants with retirement, disability, and death and survivor benefits as provided for under the County Employees Retirement Law of 1937 ([CERL](#)) and [California Public Employees' Pension Reform Act of 2013 \(PEPRA\)](#), as applicable. This will be accomplished through a carefully planned and executed long-term investment program.
- MCERA's assets will be managed on a total return basis. While MCERA recognizes the importance of the preservation of capital, it also adheres to the principle that varying degrees of investment risk are generally rewarded with compensating returns.
- The total portfolio over the long term will be expected to:
 1. Meet or exceed a long-term total portfolio real (above inflation) return commensurate with the target asset allocation contained in Appendix A to this document (annualized, net of fees, over a full market cycle, normally defined as 5-7 years);
 2. Meet or exceed the assumed actuarial rate of return over long-term periods; and
 3. Meet or exceed a weighted index of the total Plan's asset allocation policy and component benchmarks over rolling five-year periods by an appropriate amount (annualized, net of fees, over a full market cycle).
- MCERA's Investment Policy has been designed to produce a total portfolio, long-term real return. Consequently, prudent risk-taking is warranted within the context of overall portfolio diversification to meet this goal. The investment activities are designed and executed in a manner that serves the best interests of the members and beneficiaries of the Association.
- All transactions undertaken will be for the sole benefit of MCERA's members and beneficiaries and for the exclusive purpose of providing benefits to them, minimizing contributions to the Plan and defraying reasonable associated administrative expenses.
- MCERA has a long-term investment horizon, and utilizes an asset allocation plan that encompasses a strategic, long-run perspective of capital markets. It is recognized that a strategic long-run asset allocation plan implemented in a consistent and disciplined manner will be the major determinant of the Plan's investment performance.

Investment recommendations and subsequent actions are expected to comply with "prudent expert" standards. Board and Committee members are expected to comply with "prudent investor" standards.

Manager Utilization and Selection

The selection of investment managers is accomplished in accordance with all applicable local, State and Federal laws and regulations. Each investment manager and consultant functions under a formal contract which delineates responsibilities and appropriate performance expectations. A formal set of investment guidelines and investment administrative requirements for each investment manager has been established and is provided as an addendum to this document. With regard to investment in limited liability partnerships, limited liability corporations, commingled funds, group trusts or other commonly used investment vehicles, the management of the relevant investment vehicle and the investment guidelines will be as set forth in the fund's legal documentation.

Manager Authority

The Plan's investment managers, unless otherwise noted in their contract, shall have designated discretion to direct and manage the investment and reinvestment of assets allocated to their accounts in accordance with this document; applicable local, State and Federal statutes and regulations; and individual management investment plans and executed contracts. Commingled investments, including but not limited to investments in mutual funds, trusts, limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles, are expected to comply with the guidelines established in the governing documents or fund prospectus.

The Board, Committee, and Staff will consider the comments and recommendations of consultants in conjunction with other available information in making informed, prudent decisions.

Proxy Voting

MCERA acknowledges that the ownership of equities requires proxies to be voted. MCERA commits to managing its proxy voting rights with the same care, skill, diligence and prudence as is exercised in managing its other assets. As responsible fiduciaries, the Board of Retirement will exercise its proxy voting rights in the sole interest of the Plan's members and beneficiaries in accordance with all applicable statutes and MCERA's Proxy Voting and Corporate Governance Policy.

Securities Lending

The Board and/or Committee may authorize the execution of a "Securities Lending Program" which will be performed by the Plan custodian or qualified third-party securities lending agent(s). The program will be established by a written agreement authorized by the Board and/or Committee and monitored and reviewed by the Staff.

The following are the general guidelines for the securities lending program:

1. The lending program may be implemented through the use of agent lenders or principal lenders;

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2. The lenders may lend financial securities including, but not limited to, U.S. and non-U.S. equities, corporate bonds, and U.S. and non-U.S. government securities;
3. If an agent program is implemented, the agent shall have full discretion over the selection of borrowers and shall continually review the creditworthiness of potential borrowers through extensive analysis of relevant information;
4. All loans shall be fully collateralized with cash, government securities or irrevocable bank letters of credit;
5. Cash collateral received from securities borrowers will be deposited upon receipt in a pre-approved short-term investment vehicle or vehicles;
6. Loans of U.S. securities are initially collateralized at 102% of the market value of the borrowed securities if the borrowed securities and the collateral are denominated in the same currency and at 105% if the borrowed securities and the collateral are denominated in different currencies. As the market value of the collateral falls below 102% (105%) of the market value of the borrowed securities, the borrower is marked to market each business day using yesterday's closing prices, subject to the lending agent's de minimis rules of change;
7. Securities on loan should be marked-to-market on a daily basis to assess adequacy of collateralization;
8. The lender shall provide periodic performance reports to MCERA;
9. The securities lending program should in no way inhibit the portfolio management activities of the other investment managers of the system;
10. Staff shall be responsible for making an annual report to the Board and/or Committee on securities lending activity; and
11. All other operational aspects of MCERA's securities lending program are hereby delegated to Staff.

Derivatives and Leverage

MCERA's investment managers may be permitted under the terms of individual investment guidelines to use derivative instruments to implement market decisions and security positions and to control portfolio risk. Derivatives are contracts or securities whose returns are derived from the returns of other securities, indices or instruments including, but not limited to, futures, forwards, options, swaps and options on futures. Examples of appropriate applications of derivative strategies include hedging interest rate and currency risk, rebalancing portfolio exposures, securitizing Fund level and manager cash, maintaining exposure to a desired asset class while effecting asset allocation changes and adjusting portfolio duration for fixed income. Portfolio liabilities associated with investments (i.e. mortgage forward bond purchases, futures, in-the-money short puts, reverse repurchase agreements, etc.) shall be backed by cash equivalents or deliverable securities.

MCERA's investment managers are not allowed to utilize derivatives for speculative purposes. All derivatives must be backed by collateral in the form of deliverable securities equal to or greater than the value of the total derivative exposure. In no circumstances can individual managers borrow funds to purchase derivatives. No derivatives positions can be established that create portfolio characteristics outside of portfolio guidelines. Managers must ascertain and carefully monitor the creditworthiness of any third parties involved in derivative transactions.

Rebalancing

~~Staff shall, on an ongoing basis in accordance with market fluctuations, rebalance the Fund's portfolio so as to remain within the range of targeted allocations and distributions among investment managers and asset allocations.~~ MCERA has a long-term investment horizon and utilizes an asset allocation plan that encompasses a strategic, long-run perspective of capital markets. It is recognized that a strategic long-run asset allocation plan implemented in a consistent and disciplined manner will be the major determinant of the Plan's investment performance. MCERA's overlay manager reviews the plans strategic asset allocation on a daily basis and automatically rebalances the allocation back to target ranges.

In addition to the overlay program, staff will monitor asset weights in the Fund's portfolio and conduct a physical rebalance as necessary to remain within the ranges of the targeted asset allocations identified in the Fund's asset allocation plan.

~~MCERA will not attempt to time rises or falls in equity or bond markets by moving away from long-term targets.~~

~~Systematic rebalancing, implemented~~The fund will systematically rebalance when the asset classes move outside their target ranges or when significant cash flows occur.; Rebalancing will not be used to maintain or to move asset allocations within these appropriate ranges ~~time rises or falls in equity or bond markets by moving away from long-term targets.~~

GENERAL INVESTMENT OBJECTIVES AND GUIDELINES

Equity Portfolios

Each equity investment manager retained by MCERA will follow a specific investment style and will be evaluated against a specific market index that represents their investment style. In addition, in the case of active managers, investment results may also be compared to returns of a peer group of managers with similar styles. Benchmarks for the various equity portfolios may include the following indices as well as those proposed by the managers reviewed by the Staff and approved by the Investment Committee or Board:

Domestic Equity Portfolio – Russell 3000 Index

Large Cap Stocks – Russell 1000 Index

Small Cap Stocks – Russell 2000 Index

International Equity Portfolio – MSCI ACWI ex-US IMI Index

International Large Cap Stocks – MSCI EAFE Index

International Small Cap Stocks – MSCI EAFE Small Cap Index

International Emerging Markets Stocks – MSCI Emerging Markets Free Index

General equity guidelines for active managers include the following:

- American Depositary Receipts (ADRs) and foreign securities listed on a major US stock exchange or on the NASDAQ are permitted if specified in the manager's guidelines.
- Convertible securities may be held in equity portfolios and shall be considered equity holdings.
- Securities must be traded on a regulated stock exchange, or listed on the NASDAQ or a comparable foreign market operation.
- Forward or futures contracts for foreign currencies may be entered into for hedging purposes or pending the selection and purchase of suitable investments in, or the settlement of, any such securities transactions only in international equity portfolios.
- The following transactions are not permitted unless specifically authorized in the investment manager agreement or in the specific manager guidelines in the appendix:
 - The use of borrowed funds
 - Short sales or margin sales
 - Private placements (except 144As)
 - Futures, options, currency forwards and futures, and other derivative securities.

Fixed Income Portfolios

The fixed income portfolios will be managed on a total return basis, following specific investment styles and evaluated against specific market indices that represent a specific investment style or market segment. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmarks for the various fixed income portfolios may include the following indices:

Fixed Income Portfolio – Bloomberg U.S. Aggregate Bond Index

U.S. Core Plus Fixed Income – Bloomberg U.S. Aggregate Bond Index

General fixed income guidelines include the following:

- Unless specified in the manager's guidelines, the minimum average quality rating of the securities in any portfolio will maintain an average weighted credit quality of not more than 2 rating notches below the benchmark's average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 2 notches below would be A.
- Ratings method: The ratings method used to test both the benchmark's average credit rating and the portfolio's average credit rating will be "split to the highest rating" of the three major rating agencies.
- Derivatives, including forward or futures contracts for foreign currencies, may be used to hedge the portfolio, or to effect portfolio management decisions in a timely, cost-effective manner. Borrowed funds shall not be used.
- An individual investment manager's portfolio shall have an effective duration between 75% - 125% of the effective duration of the appropriate index, unless a broader range is permitted with the specific manager guidelines in the Appendix.
- The following transactions are prohibited unless specifically authorized by the Investment Committee or Board or by the specific manager guidelines in the Appendix:
 - Private placements (except 144As);
 - Interest Only CMOs, Principal Only CMOs, inverse floaters and any tranche that has a leveraged component embedded in the structure.

Real Estate Portfolios

The Real Estate portfolios will be managed on a total return basis, through a combination of income and appreciation, following specific investment styles and evaluated against a specific market index. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmark for the various Real Estate portfolios may include the following index:

Real Estate Portfolio – NFI-ODCE Equal Weighted Index (Net)

Core Real Estate – NFI-ODCE Equal Weighted Index (Net)

- All investments in real estate shall be managed by external advisors.
- MCERA may invest in real estate through diversified institutional commingled vehicles. The vehicles can be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.
- The vehicle's manager(s) will have discretion with respect to the management of the fund's investment program, operating within the parameters delineated in the fund's legal documentation.

Real Assets Portfolio

The real assets portfolio will be managed on a total return basis, following specific investment styles and evaluated against specific market indices that represent a specific investment style or market segment. In addition, investment results may also be compared to returns of a peer group of managers investing with a similar style. The benchmarks for the various real assets portfolios may include the following indices:

Real Assets Portfolio – Blended Benchmark (25% Bloomberg U.S. TIPS Index, 25% Bloomberg Commodities Index, 25% S&P Global Natural Resources Index, 25% Dow Jones U.S. Select Real Estate Securities Index)

Treasury Inflation Protected Securities – Bloomberg U.S. TIPS Index

Commodities – Bloomberg Commodities Index

Global Natural Resources Equity – S&P Global Natural Resources Index

Real Estate Investment Trusts – Dow Jones U.S. Select Real Estate Securities Index

- MCERA may invest in real assets through separate accounts or diversified institutional commingled vehicles.
- The vehicle's manager(s) will have discretion with respect to the management of the fund's investment program, operating within the parameters delineated in the fund's legal documentation.

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- The investment objective of the real assets program is to create a portfolio of high-quality real assets investments that will enhance long-term investment performance, meet inflation objectives, and diversify the asset base for the entire MCERA investment portfolio.

Private Equity Portfolios

MCERA will invest in private equity through institutional closed-end, finite-life commingled private equity fund-of-funds vehicles. The fund-of-funds vehicles will be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.

- Private equity investments will consist primarily of limited partnership investments in diversified private equity portfolios (e.g., venture capital, acquisition, special situation, subordinated debt, restructuring funds, and others).
- The vehicle's manager(s) will have discretion with respect to the management of the fund-of-funds investment program, operating within the parameters delineated in the investment vehicle's legal documents.
- The investment objective of the private equity allocation is to achieve consistent positive real returns and to maximize long-term total return net of fees within prudent levels of risk through capital appreciation and diversification.
- While the investment guidelines of each investment vehicle will be determined by the fund-of-funds legal documentation, the fund's manager, in managing the portfolio, should take prudent care.

Opportunistic Portfolio

MCERA may invest in opportunistic investments that will vary by assignment. Performance objectives or guidelines will be defined by MCERA in its retention of managers or selection of suitable investments and will be evaluated to test progress toward attainment of longer-term goals.

- MCERA may invest in opportunistic investments through separate accounts and diversified institutional commingled vehicles which may include limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles.
- The manager(s) will have discretion with respect to the management of the separate account or fund's investment program, operating within the parameters delineated in the separate account or fund's legal documentation.
- The investment objective of the opportunistic allocation is to achieve consistent positive real returns and to maximize long-term total return net of fees within prudent levels of risk through capital appreciation and diversification.

Short Term Investment/Cash Equivalents

MCERA is restricted from investing short term funds and cash equivalents in investment vehicles other than the Treasurer's Pool, the State Pool and the STIF funds maintained at the custodian bank. Retirement funds shall be invested in investments with an average maturity of one year or less.

Any exemption from these general guidelines requires prior written approval from the Board or Investment Committee.

Policy Implementation Overlay

The Board or Investment Committee may retain a "policy overlay manager" to rebalance portfolio exposures, bridge exposure gaps during transitions, 'securitize' Fund level cash, and securitize residual cash positions held by each manager. The policy overlay manager may use futures or swaps, when appropriate, to gain market exposure on existing cash positions. The manager will not use futures or other derivative instruments for speculative purposes.

INVESTMENT MANAGEMENT POLICY

MCERA will utilize externally managed portfolios based on specific styles and methodologies. The manager will acknowledge in writing, as more particularly set forth in Appendix B, that they are fiduciaries to MCERA with respect to the assets they manage and/or invest on MCERA's behalf, and will have discretion and authority to determine investment strategy, security selection and timing within their asset class and subject to the Policy guidelines and any other guidelines specific to their portfolio. Performance of the portfolio will be monitored and evaluated on a regular basis relative to each portfolio component's benchmark return and relative to peer groups of managers with similar investment styles where applicable.

Investment managers, as prudent experts, will be expected to know MCERA's investment policies (as outlined in this document) and any specific guidelines for their portfolios, and to comply with those policies and guidelines. It is each manager's responsibility to identify policies that may have an adverse impact on performance, and to initiate discussion with Staff toward possible amendment to said policies through Board or Investment Committee action.

The Investment Committee and Staff will also review each investment manager's adherence to its investment policy, and any material changes in the manager's organization (e.g., personnel changes, new business developments, etc.). The investment managers retained by MCERA will be responsible for informing the Investment Committee and Staff of all such material changes on a timely basis.

Investment managers under contract with MCERA shall have discretion to establish and execute transactions with established regional and national securities broker/dealers as needed. Unless otherwise authorized by the Board or Investment Committee, these investment managers must obtain the best available prices and most favorable executions with respect to all of the portfolio transactions as market conditions permit.

Unless specifically authorized by the Board or Investment Committee, the following transactions will be prohibited: short sales; selling on margin; "prohibited transactions" as defined under the Employee Retirement Income Security Act of 1974 (ERISA); transactions that involve a broker acting as a "principal", where such broker is also the investment manager who is making the transaction, and any or all investment activities forbidden by the SEC or other applicable governing bodies.

Selection Criteria for Investment Managers

Criteria will be established for each manager search undertaken by MCERA, and will be tailored to MCERA's needs in such a search. In general, eligible managers will possess attributes including, but not limited to, the following:

- The firm must be experienced in managing money for institutional clients in the asset class/product category/investment style specified by MCERA.

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- The firm must display a record of stability in retaining and attracting qualified investment professionals, as well as a record of managing asset growth effectively, both in gaining and retaining clients.
- The firm must have an asset base sufficient to accommodate MCERA's portfolio. In general, managers should have at least \$100 million of discretionary institutional assets under management, and MCERA's portfolio should make up no more than 20% of the firm's total asset base. Exceptions shall be made on a case-by-case basis.
- The firm must demonstrate adherence to the investment style sought by MCERA, and adherence to the firm's stated investment discipline.
- The firm's fees should be competitive with industry standards for the product category.
- The firm must comply with the "Duties of the investment managers" outlined herein and conform to the CFA Institute standards for performance reporting.

Criteria for Investment Manager Termination and Watchlist

MCERA reserves the unilateral right to terminate a manager at any time for any reason. The occurrence of certain events will result in specific actions being taken. This section describes these events, the course of action that will be taken and the responsible parties. It also establishes a "Watchlist" as a means of monitoring and evaluating managers who meet any of the items identified under the Criteria For Investment Manager Termination. If a manager is on the Watchlist no additional assets will be allocated to the manager until the manager has been removed from the Watchlist, provided however that if the Investment Committee determines, after review and discussion with staff and its Investment Consultant, that it is appropriate and in alignment with the other goals established under this policy to make additional funds to a manager on the Watchlist then the Committee can vote to direct the staff to take this action. The Investment Committee will determine where to invest any additional assets that would otherwise have been allocated to the manager. Each manager on the Watchlist will be monitored closely by Staff and the Consultant and may be required to make special presentations to the Investment Committee and Staff if requested. MCERA may place a manager on the Watchlist at any time and when it is deemed warranted due to improved conditions, a manager may be removed from the Watchlist.

Illegal or Unethical Practice. The manager will report this event in writing to the Retirement Administrator not later than the close of the business day following discovery of the illegal or unethical practice. The Retirement Administrator will inform the Investment Committee in writing of this practice as soon as administratively possible. If the illegal or unethical practice has a material adverse effect upon the MCERA portfolio, or any attempt was made by the manager to hide this practice, the manager will normally be terminated upon review and action by the Investment Committee. If the practice is procedural and has been properly referred to the appropriate regulatory authorities, the Retirement Administrator will recommend to the Investment Committee whether or not to terminate the manager.

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Guideline Violation. The manager will report any guideline violation in writing to the Retirement Administrator not later than the close of the second business day following discovery along with the manager's proposed remedy. If the violation results in a loss to MCERA, the manager will compensate MCERA for this loss. If the manager refuses to correct this violation, or if other violations occur, the Retirement Administrator may recommend termination of the manager to the Investment Committee. Guideline violations that have been corrected will be reported to the Investment Committee at their next regular meeting. Violations that have not been corrected, or violations that persist, will be reported to the Investment Committee as soon as administratively possible.

Deviation from Investment Process. If the Retirement Administrator determines that the manager has deviated materially from its stated investment process or philosophy, the Retirement Administrator will report to the Chair of the Investment Committee as soon as possible. The Retirement Administrator may also recommend termination of the manager, as soon as administratively possible, to the Investment Committee.

Loss of Key Personnel or Change in Ownership. The manager will inform the Retirement Administrator in writing within 24 hours following the loss of key personnel or a change in ownership. Loss of key personnel may result in termination of the manager. A material change in the ownership of the manager may result in the termination of the manager. The Retirement Administrator will make a recommendation regarding termination to the Investment Committee as soon as administratively possible.

Lack of Cooperation with Reasonable Requests. The manager is required to provide information, attend meetings and comply with other reasonable requests. Failure to do so may result in a recommendation to terminate the manager.

Underperformance. MCERA understands the cyclical nature of investment performance and the potential for its investment managers not to meet objectives over short-term periods. While it is not the Investment Committee's intention to terminate a manager for short-term underperformance relative to objectives, the Investment Committee has implemented the following process as a means of monitoring and evaluating managers that have experienced performance difficulties in the short-term to assess the impact on longer-term performance.

If a manager trails its relevant benchmark by more than 100 basis points (net of fees) and ranks in the bottom quartile of its peer universe (gross of fees ranking) for the trailing three years, or if a manager trails its relevant benchmark (net of fees) or ranks below median of its peer universe (gross of fees ranking) for the trailing five years, then the manager may be placed on the Watchlist.

If the underperformance of a manager on the Watchlist persists over a reasonable period in the future (as defined by the Staff, Investment Committee and Consultant based on the unique circumstances surrounding the manager and current market conditions), the Investment Committee may and will consider termination.

Procedures Following the Initiation of Watch Status.

The watch period will be established for a one-year total duration.

If at the end of the watch period, performance has improved to above-benchmark and/or above the manager median over a market cycle, the manager will be removed from the Watchlist.

If at the end of the watch period, the manager is underperforming the manager may be terminated or remain on the Watchlist for a period defined by the Investment Committee.

Unlike open-end funds and separate accounts for public market securities which are more easily liquidated, exiting open-end or closed-end commingled funds for private markets may have liquidity constraints. For these reasons, the Watchlist and terminating procedures used for traditional public market vehicles are not applicable for private market vehicles. Staff with the assistance of the Investment Consultant will make appropriate recommendations for exiting such positions.

PRIVATE EQUITY POLICY

MCERA's private equity investments allocation will consist primarily of limited partnership investments in diversified private equity portfolios (e.g., venture capital, acquisition, special situation, subordinated debt, and restructuring funds and others). MCERA will invest in private equity through institutional closed-end, finite-life commingled private equity fund-of-funds vehicles. The fund-of-funds vehicles will be limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles. Investments directly in stand-alone corporate finance limited partnerships and direct investments in companies are not currently considered appropriate. The vehicle's manager(s) will have discretion with respect to the management of the fund-of-funds investment program, operating within the parameters delineated in the fund's legal documentation. The investment manager of the fund-of-funds will acknowledge in writing by side letter or otherwise that they are Plan fiduciaries and will acknowledge having read and understood the guidelines set forth in this section of the Investment Policy Statement and any other guidelines specific to their portfolio as more particularly set forth in Appendix C.

To maintain an appropriate funded status on a net asset value basis, MCERA may be required to make periodic commitments to additional fund-of-funds vehicles managed by either the same or different fund-of-funds managers. MCERA's staff will work with the investment consultant and the managers to determine appropriate commitment timing and amounts and present a recommended plan to the Investment Committee annually.

To ensure adequate access and diversification, MCERA may utilize multiple fund-of-funds providers. There is no specific limit on the number of vendors to be utilized. However, to avoid unnecessary administrative burdens, MCERA will limit the number of vendors employed to the extent practical. Only those firms committed to providing ongoing access to the private equity arena through fund-of-funds offerings, who have a demonstrated record of investing client funds in top tier private equity partnerships and who limit assets accepted for management to sums that can in fact be committed in top tier funds will be considered.

MCERA recognizes that many well-qualified fund-of-funds providers make direct private equity investments within the fund-of-funds vehicle (e.g. secondary or co-investments). Such investments are permissible provided that they constitute a comparatively small portion of the total fund-of-funds' asset base (typically less than 35%).

Investment Objectives

The investment objective of the private equity allocation is to achieve consistent positive real returns and to maximize long-term total return within prudent levels of risk through capital appreciation and diversification. MCERA's holdings will be professionally managed on a cash-to-cash basis and will have broad exposure to key private corporate finance strategies (e.g., venture capital, acquisition, special situation, etc.), with allocations to the various strategies diversified in a manner consistent with institutional private equity programs generally.

Selection Criteria for Private Equity

Partnership Selection

As requested by MCERA, the investment consultant shall develop a proposed “Manager Candidate Profile” that will serve as the basis for evaluation of potential fund-of-funds providers consistent with MCERA’s investment policy. This document will specify the minimum selection criteria for potential vendors and also detail preferred characteristics. The consultant will then evaluate prospective candidates and submit a listing of those firms that appear to best meet the requirements and preferences. Staff and consultant will discuss these candidates and identify those that should be advanced for Board and/or Investment Committee consideration. Ultimately, the Investment Committee will determine which firms shall be retained.

The targeted private equity investments will be fund-of-funds vehicles that are commingled, closed-end, and finite-life limited liability entities.

Due to the inevitability of short-term market fluctuations that may cause variations in the investment performance, it is intended that the performance objectives outlined below will be achieved by the fund-of-funds over the life of the vehicle(s), generally 15 years. The Investment Committee will evaluate the Funds’ interim performance to test progress toward attainment of these longer-term goals. However, it is understood that there are likely to be short-term periods during which performance will deviate from expectations. Minimum expectations are as follows:

- For policy benchmarking purposes, over the long-term (rolling 10-year periods) the private equity portfolio is expected to generate returns in excess of the combined benchmark, consisting of 60% Russell 3000 and 40% MSCI ACWI ex-US IMI, employing a time-weighted return calculation.
- The private equity portfolio and manager returns will also be measured employing a dollar-weighted, internal rate of return (IRR) calculation and benchmarked against relevant peer group information from a recognized private equity database provider. The portfolio will also be benchmarked employing standard private equity performance ratio measures: Total Value to Paid-In Capital (TVPI) and Distributed Value to Paid-In Capital (DPI). IRR and ratio performance should be above median relative to recognized private equity industry peer database returns. Measures should be focused on returns net of all partnership fees and expenses.

Attainment of these objectives does not guarantee future investment by the Investment Committee in a specific manager’s fund-of-funds vehicles, nor does failure to achieve these guidelines ensure a lack of future investment support for follow-on vehicles. Providers are selected at the discretion of the Investment Committee.

In addition, the following stipulation(s) apply:

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- The investment manager of the fund-of-funds vehicle shall be a Bank or a registered investment advisor under the Investment Advisors Act of 1940 (1940 Act).
- If the fund-of-funds vehicle provides distributions in cash or securities, the Fund will opt to receive cash.

Reporting Requirements

Reporting requirements will be governed by the fund-of-funds legal documentation, which at a minimum will provide for quarterly unaudited financial statement and other relevant investment holdings related exhibits, and annual audited financial statements and relevant investment holdings-related exhibits.

It is expected that the fund-of-funds investment managers will meet with the Board or Investment Committee as reasonably requested and at least annually.

Coordination with Total Fund Performance Reporting

MCERA relies on its custodian to generate short-term time-weighted performance statistics. This information is utilized by the Fund's investment consultant to evaluate ongoing investment performance. An integral part of the performance evaluation is a comparison of the total Fund's return in relation to a policy benchmark index comprised of market indices weighted in the same manner as the Fund's strategic asset allocation policy.

Given the private market nature of private equity investments and the long lead-time associated with such investments, a public market equity index shall be used in lieu of the private equity database return set forth in Appendix B for the private equity component of the total portfolio. The index used shall be a composite of the equity component of MCERA's total policy benchmark: 60% Russell 3000 and 40% MSCI ACWI ex-US IMI.

DUTIES OF RESPONSIBLE PARTIES

Duties of the MCERA Board of Retirement and Investment Committee

The Board of Retirement has the responsibility for administration of MCERA for the benefit of plan participants. The County Employees Retirement Law of 1937, Government Code Chapter 3, Part 3, Division 4, Title 3, Article 5, permits the Board of Retirement at its discretion to invest the assets of the Plan through the purchase, holding or sale of any form or type of investment, financial instrument or financial transaction when prudent in the informed opinion of the Board. In the interest of efficient and prudent administration of MCERA and investment of its assets, the Board of Retirement has delegated its responsibilities with respect to the investments to the Investment Committee, which consists of all members of the Board of Retirement. Although it is not the intent of the Investment Committee to become involved in the day-to-day investment decisions, the Investment Committee or its designee(s) will adhere to the following procedures in the management of MCERA's assets:

- The Investment Committee develops and approves guidelines for the execution of MCERA's investment program. Only the Board, through the Investment Committee, in its sole discretion can delegate its decision-making authority regarding the investment program. Staff is responsible for the timely implementation and administration of these decisions.
- A formal review of MCERA's investment structure, asset allocation and financial performance will be conducted annually or more frequently as the need arises. The review will include recommended adjustments to the long-term strategic asset allocation to reflect any changes in applicable regulations, long-term capital market assumptions, actuarial assumptions or MCERA's financial condition.
- The Investment Committee shall review MCERA's investments quarterly, or as needed, to ensure that policy guidelines continue to be met. The Investment Committee shall monitor investment returns on both an absolute basis and relative to appropriate benchmarks and peer group comparisons. The source of information for these reviews shall come from Staff, outside consultants, the custodian and MCERA's investment managers.
- The Investment Committee is comprised of all Board members.
- The Investment Committee may retain investment consultants to provide services such as conducting performance reviews, asset allocation, manager reviews and investment research. The comments and recommendations of the consultants will be considered in conjunction with other available information to aid the Investment Committee in making informed, prudent decisions.
- Trustees shall direct questions from managers regarding MCERA's Investment Policy or other matters relating to the Plan to the Retirement Administrator and/or investment consultant.

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- The Investment Committee shall be responsible for taking appropriate action if investment objectives are not being met or if policies and guidelines are not being followed. Reviews for separate portfolios managed by external managers will focus on:
 1. Material changes in the managers' organizations, such as investment philosophy, personnel changes, acquisitions or losses of major accounts, etc. The managers will be responsible for keeping MCERA advised of any material changes in personnel, investment strategy, or other pertinent information potentially affecting performance.
 2. Investment performance relative to each manager's stated performance benchmark(s) as set forth in the manager's investment guidelines.
- The Investment Committee shall expect Staff to administer MCERA's investments in a cost-effective manner subject to Committee approval. These costs include, but are not limited to, management, consulting and custodial fees, transaction costs and other administrative costs chargeable to MCERA.
- The Board shall be responsible for selecting a qualified custodian with advice from Staff.
- The Investment Committee shall perform due diligence on each new manager prior to funding, and on each existing manager in accordance with the Due Diligence policy found at: <https://www.mcera.org/retirementboard/governance-policies>
- To maintain and strengthen the investment management of MCERA's Plan, Staff and Board/Investment Committee members shall be expected to participate in educational conferences/seminars related to their direct responsibility for the investment activities of MCERA in accordance with the Education Policy found at:
 - <https://www.mcera.org/retirementboard/governance-policies>

Duties of the Staff

The Retirement Staff, as designated by the Board and/or Investment Committee, plays a significant role in the management and oversight of the Plan. Staff duties include:

- Authority to invest the Fund's cash without requiring Board or Investment Committee permission, and as set forth elsewhere in MCERA's Investment Policy.
- Monitoring investment managers for adherence to appropriate policies and guidelines.
- Evaluating and managing the relationships with the consultants to the Fund to ensure that they are providing all the necessary assistance to Staff, Investment Committee, and the Board as set forth in their service contracts.
- Conducting manager searches, as set forth in this document, with necessary assistance from consultants as directed by the Board or Investment Committee.

B.3.b

- Restructuring portfolios following manager terminations with the assistance of consultants and managers, as needed.
- Organizing and/or participating in any special research required to manage the Plan more effectively or in response to any questions raised by Board/Investment Committee members.
- Supporting the Board or Investment Committee in the development and approval of the Investment Plan, implementing and monitoring the Plan, and reporting at least monthly on investment activity and matters of significance.
- Assisting with the negotiation of investment manager fees when needed.
- Ensuring that investment managers conform to the terms of their contracts and that their performance monitoring systems are sufficient to provide the Board or Investment Committee with timely, accurate and useful information.

Duties of the Public Markets Investment Managers

The following duties apply to managers investing in public market securities:

- Provide the Plan with a written agreement to invest within the guidelines established in the Investment Policy.
- Provide the Plan with proof of liability and fiduciary insurance coverage. Updated policy information will be provided to MCERA upon renewal and/or changes to the policy.
- Be an SEC-Registered Investment Advisor under the 1940 Act, and be recognized as providing demonstrated expertise over a number of years in the management of institutional, tax-exempt assets within a defined investment specialty.
- Adhere to the investment management style concepts and principles for which they were retained, including, but not limited to, developing portfolio strategy, performing research, developing buy, hold and sell lists, and purchasing and selling securities.
- Execute all transactions for the benefit of the Plan with brokers and dealers qualified to execute institutional orders on an ongoing basis at the best net cost to the Plan.
- Reconcile monthly accounting, transaction and asset summary data with custodian valuations, and communicate and resolve any significant discrepancies with the custodian.
- Submit written acknowledgement to the Retirement Administrator of these investment guidelines at the time of hire or upon any contract renewal or amendment.
- Maintain frequent and open communication with Staff and the Board or Investment Committee on all significant matters pertaining to the Investment Policy, including, but not limited to, the following:

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- Major changes in the investment manager’s investment outlook, investment strategy and portfolio structure;
 - Significant changes in ownership, organizational structure, financial condition or senior personnel;
 - Any changes in the portfolio manager or client servicing personnel assigned to the Plan;
 - All pertinent issues which the investment manager deems to be of significant interest or material importance.
- Meet with the Board, Investment Committee or their designee(s) on an as-needed basis.

Duties of the Private Markets Investment Managers

The following duties apply to managers investing in private markets:

- Be a SEC-Registered Investment Advisor under the 1940 Act.
- Adhere to the investment management style concepts and principles set forth in the legal documentation of the relevant investment vehicle.
- Provide reporting as specified by the legal documentation of the relevant investment vehicle.
- Meet with the Board, Investment Committee or their designee(s) on an as-needed basis.

Duties of the Master Custodian

The master custodian shall be responsible for the following:

- Provide complete global custody and depository services for the designated accounts.
- Manage, if directed by the Board or Investment Committee, a Short Term Investment Fund (STIF) for investment of any cash not invested by managers, and ensure that all available cash is invested. If the cash reserves are managed externally, full cooperation must be provided.
- Provide in a timely and effective manner a monthly report of the investment activities implemented by the investment managers. If certain portfolios are custodied elsewhere, full cooperation must be provided.
- Collect all income and principal realizable and properly report it on the periodic statements.
- Provide monthly and fiscal year-end accounting statements for the portfolio, including all transactions; these should be based on accurate security values for both cost and market. These reports should be provided within acceptable time frames.

B.3.b

- Report to MCERA situations where accurate security pricing, valuation and accrued income is either not possible or subject to considerable uncertainty.
- Provide assistance to the Plan to complete such activities as the annual audit, transaction verification or other issues as required by the Board or Investment Committee.
- Manage a securities lending program to enhance income if directed by the Board or Investment Committee. If the securities lending program is managed externally, full cooperation must be provided.
- Securities transactions shall be settled under the contractual method.
- The use of due bills or substitute securities is expressly forbidden.

Duties of the General Investment Consultant

The investment consultant will act as a fiduciary for all services provided to MCERA. The Investment Consultant shall be responsible for the following:

- Make recommendations to the Board or Investment Committee regarding investment policy and strategic asset allocation.
- Assist MCERA in the selection of qualified investment managers and sponsors of limited liability partnerships, limited liability corporations, group trusts or other commonly used investment vehicles and assist in the oversight of existing managers and said sponsors, including monitoring changes in personnel, ownership and their investment process.
- Assist in the selection of a qualified custodian (including a securities lending agent and/or a cash manager) if necessary.
- Prepare a quarterly performance report including performance attribution on MCERA's managers and total assets and adherence to investment style and discipline.
- Provide topical research and education on investment subjects that are relevant to MCERA.
- Assist with the negotiation of investment management and custodian assignment and fees.

POLICY REVIEW

The Investment Committee will review this Policy at least every year to ensure that it remains relevant and appropriate. The Policy may be amended at any time by majority vote.

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APPENDIX A

MCERA'S LONG-TERM STRATEGIC ASSET ALLOCATION TARGETS AND RANGES

The strategic asset allocation targets have been developed as a function of the returns and risks of various asset classes and a rigorous analysis of MCERA's liabilities, taking into account the Board and Investment Committee's risk tolerance and long-term objectives. As asset class values change over time, deviations from the asset allocation targets may occur. Rebalancing the portfolio may be necessary to return the asset class allocations to targeted weights so as to ensure that the Board's intended strategy is consistently maintained over time. Rebalancing actions are the responsibility of the Staff and shall be reported to the Board or Investment Committee on a periodic basis.

Staff is authorized and directed (in the normal course of events) to act in accordance with this policy. Where particular circumstances arise and Staff determines rebalancing is not prudent, because doing so may generate unnecessary costs or otherwise not be in the best interests of MCERA, a full report of the actions taken or not taken shall be made to the Board or Investment Committee at the earliest opportunity.

MCERA's actual asset allocation shall be reviewed at the end of each quarter at a minimum and shall be based on current asset valuations. Estimated values may be used when current asset valuations are not available.

By using statistical models and employing a diversified portfolio strategy, MCERA seeks to create an efficient frontier, which is an optimal portfolio profile that accomplishes the lowest possible level of risk for a certain level of return. While asset allocation targets are an essential part of MCERA's investment policy, the inputs used to develop these benchmarks are not known with certainty. Indeed, the targets were derived using estimates of future returns and estimates of the risk of loss for each asset class. Because future results are only estimates based on historical returns and volatility for each asset class, a range of different allocations other than the target percentage may be statistically identical in risk-return terms to the targeted benchmark even though the actual allocations may be outside of the targeted percent. Thus, the efficient frontier is really a range of targeted allocations, rather than a strict target percent of asset allocations in a portfolio. In other words, the portfolio is on the efficient frontier if the allocations to each asset class are within a range around the target allocations.

B.3.b

The strategic policy asset allocation and rebalancing triggers are set out in the table below:

Asset Class	Target Percent	Allowable Range
<i>US Equity</i>	32.0%	28.0% - 36.0%
Large Cap Core	24.0%	21.0% - 27.0%
Small Cap Core	8.0%	6.0% - 10.0%
<i>Non-US Equities</i>	22.0%	19.0% - 25.0%
International Large Cap Value	6.6%	5.6% - 7.6%
International Large Cap Growth	6.6%	5.6% - 7.6%
International Small Cap Core	4.4%	3.9% - 4.9%
International Emerging Markets	4.4%	3.9% - 4.9%
<i>Fixed Income</i>	23.0%	20.0% - 26.0%
U.S. Core Plus Fixed Income	23.0%	20.0% - 26.0%
<i>Real Assets</i>	7.0%	4.0% - 10.0%
Treasury Inflation Protected Securities	1.75%	1.5% - 2.0%
Commodities	1.75%	1.5% - 2.0%
Global Natural Resources Equity	1.75%	1.5% - 2.0%
Real Estate Investment Trusts	1.75%	1.5% - 2.0%
<i>Real Estate</i>	8.0%	4.0% - 12.0%
<i>Private Equity</i>	8.0%	0.0% - 12.0%*
<i>Opportunistic</i>	0.0%	0.0% - 5.0%

* MCERA acknowledges that because of the nature of private equity investment, it may take several years to fund the private equity allocations and during the initial funding period, its allocation to private equity in market value terms may fall below the 8% target. During the initial funding period, as a proxy for private equity, MCERA intends to keep the assets committed to private equity partnerships invested in domestic and international equity. The result will be overweights in both of these asset classes relative to the long-term targets described above.

The following principles apply when asset allocations are outside the allowable ranges noted above:

1. Cash held by MCERA and cash awaiting investment in private equity investments or other alternative investments may be securitized with exchange-traded futures to a Fund policy mix by MCERA's overlay manager. The use of derivative instruments is

B.3.b

permitted as long as it does not create economic leverage in the portfolio and the instruments comply with the Derivatives section of this investment policy.

2. In order to rebalance as efficiently as possible and save transactions costs, allocations may be brought back within the allowable range rather than exactly to the target percentage. On the first business day of each month, target allocations will be reviewed to determine if they have been materially breached. If a reallocation is required staff will, within one business day, notify the impacted manager(s) and implement required rebalancing subject to any requirements by the fund.
3. Private market portfolios, such as Real Estate, Private Equity, and certain Opportunistic allocations, because of their illiquid nature, are very costly to rebalance. MCERA's Staff will make reasonable attempts to keep these asset classes within the allowable ranges defined above. Given their illiquidity, the risk of these asset classes moving outside of the allowable ranges for an extended period is heightened. In these cases, MCERA's Staff will document a plan to rebalance the allocations within the allowable ranges in the most timely and cost-efficient manner possible given market and other conditions. ~~It is noteworthy that the risk of these asset classes drifting outside of the efficient frontier is mitigated by the relatively small exposure to these classes as a percentage of the entire portfolio.~~
4. When physical securities are traded, assets will be moved between investment managers in accordance with the following principles:
 - a) Assets will be taken from investment managers in the overweight asset class(es) with consideration given to asset class structure, investment manager target weights, and confidence in the investment managers themselves. With respect to private market allocations, the illiquid nature of these classes will be taken into account and trading will normally be avoided where possible.
 - b) Primary emphasis should be on significantly different asset classes (e.g. equity vs. fixed income).
 - c) Assets will be directed to investment managers in the underweight asset class(es) with consideration given to the same factors listed above.

APPENDIX B - 1
STATE STREET GLOBAL ADVISORS (SSGA)
RUSSELL 1000 INDEX STRATEGY (LARGE CAP CORE)
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The objective of the Russell 1000 Index strategy is to provide returns consistent with the US equity market as measured by the Russell 1000 Index.

MCERA Performance Objectives

- Match the return, gross of management fees, of the Russell 1000 Index over a complete market cycle.
- Minimize tracking error relative to the Russell 1000 Index.

Investment Guidelines

- All investments shall be managed in a diversified and prudent manner, subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association as set forth in this Appendix B-1 and the Statement of Investment Policies, Objectives and Guidelines set forth in the Investment Management Agreement between MCERA and SSGA, dated January 11, 2019, as amended from time to time (the "SSGA Agreement").
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to SSGA subject to the SSGA Agreement.
- The following transactions are prohibited: short sales, selling on margin, writing options other than covered options, and "prohibited transactions" as defined under the Employee Retirement Income Security Act (ERISA), unless in reliance on an applicable Prohibited Transaction Exemption.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.

B.3.b

- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and seek to resolve any significant discrepancies with the custodian.
- State Street Global Advisors will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- State Street Global Advisors will keep MCERA apprised of relevant information regarding its organization and personnel. To the extent legally possible, SSGA will use its best efforts to promptly notify MCERA of any change in the lead personnel assigned to manage the account.

APPENDIX B - 2
DIMENSIONAL FUND ADVISORS (DFA)
DOMESTIC SMALL CAP EQUITY
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The strategy will be invested in a broadly diversified portfolio of companies that are generally in the lowest 10% of total market capitalization or companies whose market capitalizations are smaller than the 1,000th largest U.S. company, whichever results in the higher market capitalization break, in each case as reasonably determined by Manager at the time of purchase. In general, with respect to companies eligible for purchase the higher the relative market capitalization of the U.S. small cap company, the greater its representation in the Managed Assets. Manager may also adjust the representation within the Managed Assets of an eligible company, or exclude a company, after considering such factors as market capitalization, free float, momentum, trading strategies, liquidity, profitability, and other factors that Manager determines to be appropriate, given market conditions.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the Russell 2000 Index (the “Benchmark”) over a complete market cycle.
- Perform in the top half of a peer universe of small cap core equity managers over a complete market cycle.

Investment Guidelines

- All investments shall be managed in a diversified and prudent manner, subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees’ Retirement Association.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: short sales, selling on margin, writing options other than covered options, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of seeking “best price and execution” and pursuant to Investment Manager’s best execution and trading policies for the sole benefit of the Marin County Employees’ Retirement Association.
- The use of foreign equity instruments which trade on U.S.-based exchanges or on NASDAQ, including American Depositary Receipts (ADRs), are acceptable as domestic equity investments

B.3.b

but shall not constitute more than 15% of the portfolio (at market). Companies headquartered in the US will be considered domestic even if they are incorporated in a foreign jurisdiction.

- Securities in the Benchmark are permitted.
- Any security purchased or received in a corporate action is permitted.
- If not otherwise permitted herein, the use of other non-U.S. equity securities is prohibited. Notwithstanding the foregoing, securities of companies listed on exchanges or markets in the United States are permitted.
- The portfolio is expected to remain fully invested in that cash holdings should not exceed 10% of the market value in the portfolio; provided that such limit may be exceeded in situations where substantial withdrawals or inflows occur.
- DFA shall not purchase stock (or securities convertible into stock) of any single issuer if the purchase would cause this portfolio to include more than 5% of the outstanding voting stock, or more than 5% in (market) value of all outstanding securities of single issuer (assuming all shares are converted).
- Other than in connection with a corporate action, DFA shall not purchase private placements unless authorized in writing by the Board or Investment Committee.

Any material violation of these Investment Manager Guidelines shall be corrected promptly upon discovery and provided that a reasonable market exists.

Any material violation of these Investment Manager Guidelines shall be corrected promptly upon discovery, provided that in the event that the correction requires the buying and/or selling of securities, the Manager shall execute such purchase or sell trades of the applicable securities in an orderly fashion based upon prevailing market conditions.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and seek to resolve any significant discrepancies with the custodian.

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- DFA will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- DFA will keep MCERA apprised of relevant information regarding its organization and personnel. DFA will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 3
MORGAN STANLEY INVESTMENT MANAGEMENT
NON U.S. VALUE EQUITY
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

Morgan Stanley uses a bottom-up approach to build a diversified portfolio of primarily non US companies to generate long-term outperformance with an emphasis on reducing downside participation. The portfolio consists of a combination of high-quality companies characterized by their high returns on operating capital employed and strong free cash flow generation, and more cyclical companies with improving or mis-priced fundamentals, the mix of which varies over time based on valuations and company prospects.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the MSCI EAFE Index over a complete market cycle.
- Perform in the top half of a peer universe of Non-U.S. value equity managers over a complete market cycle.

Investment Guidelines

- The Morgan Stanley International Equity Trust is subject to provisions of the Employee Retirement Income Security Act, as amended (“ERISA”). The Agreement governs all aspects of investment with respect to the Trust, including an ERISA-mandated standard of care.
- MCERA is responsible for determining that its investment in the Trust is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees’ Retirement Association. The Manager shall invest within the scope of its style as stated in the Agreement.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs (to be provided annually). These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Morgan Stanley will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of Morgan Stanley will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Morgan Stanley will keep MCERA apprised of relevant information regarding its organization and personnel. Morgan Stanley will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

APPENDIX B - 4
ARTISAN PARTNERS
NON U.S. GROWTH EQUITY
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

Artisan uses a fundamental bottom-up investment process to construct a diversified portfolio of international growth companies regardless of market capitalization, concentrating on industries or themes that the investment team believes present long-term growth opportunities and companies that are well positioned to capitalize on that growth. The portfolio has a primary emphasis on developed markets but also invests in emerging markets and is constructed without regard to index weightings.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the MSCI EAFE Index over a complete market cycle.
- Perform in the top half of a peer universe of Non-U.S. growth equity managers over a complete market cycle.

Reporting Requirements

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Artisan will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.
- Artisan will keep MCERA apprised of relevant information regarding its organization and personnel. Artisan will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

APPENDIX B - 5

**TIMESQUARE CAPITAL MANAGEMENT COLLECTIVE INVESTMENT TRUST
TIMESQUARE INTERNATIONAL SMALL CAP FUND
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES**

Investment Approach

TimesSquare Capital Management believes fundamental equity growth research with a particular emphasis on the assessment of management quality, an in-depth understanding of superior business models, and valuation discrepancies enables them to create a diversified international small cap fund that will generate quality risk-adjusted returns.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the MSCI EAFE Small Cap Index over a complete market cycle.
- Perform in the top half of a peer universe of International Small Cap equity managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the TimesSquare International Small Cap Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. TimesSquare shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- A representative of TimesSquare will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.

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- TimesSquare will keep MCERA apprised of relevant information regarding its organization and personnel. The fund or its representative will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 6
FIDELITY INSTITUTIONAL ASSET MANAGEMENT (FIAM)
SELECT EMERGING MARKETS EQUITY
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

Fidelity Institutional Asset Management's (FIAM) investment philosophy is based on the premise that international and emerging markets are semi-efficient and pricing anomalies exist. The strategy seeks to exploit these inefficiencies through bottom-up stock selection based on fundamental company research, implemented within a framework of quantitative risk control.

MCERA Performance Objectives

- Exceed the return, net of management fees, of MSCI Emerging Markets Index (net) over a complete market cycle.
- Perform in the top half of a peer universe of emerging markets equity managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in FIAM's Select Emerging Markets Equity commingled pool is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. FIAM shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Asset (portfolio) statement and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- A representative of FIAM will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the fund and its performance.

B.3.b

- FIAM will keep MCERA apprised of relevant information regarding its organization and personnel. FIAM will notify MCERA promptly of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 7
WELLINGTON MANAGEMENT COMPANY
CORE PLUS FIXED INCOME
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

Wellington will invest in a diversified portfolio of investment grade and below investment grade fixed income securities. Wellington will add value primarily from sector and issue selection decisions. Interest rate anticipation and duration management will play a limited role in the portfolio.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the Bloomberg U.S. Aggregate Index over a complete market cycle.
- Perform in the top half of a peer universe of core plus fixed income managers over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association, with applicable State and Federal statutes, and shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: short sales where securities are borrowed solely for the purpose of shorting, selling on margin, and "prohibited transactions" as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of "best price and execution" for the sole benefit of the Marin County Employees' Retirement Association's beneficiaries.
- The duration on the portfolio shall range between 75% - 125% of the duration on the Bloomberg U.S. Aggregate Index.
- MCERA expects its domestic fixed income investment managers to maintain diversified portfolios by sector and by issuer. No more than 5% of the portfolio shall be invested with a single investment grade issuer other than obligations of the US Government and its agencies. No more than 2% of the portfolio shall be invested with a single below investment grade issuer.

B.3.b

- Futures, options, swaps, forwards and other derivative securities are permitted investments. Any use of these instruments by Wellington will be in a non-leveraged manner, defined as follows:
 - The use of financial leverage is prohibited. The Account will not be considered leveraged as a result of authorized derivative positions provided the Account maintains cash and securities at least equal to the value of the obligations created by its net derivative positions in order to cover the obligations created by such positions.
- Wellington may invest up to 20% of the portfolio in securities rated below investment grade by all three of the major credit rating agencies. In the case of split ratings in which the three agencies have different ratings, the highest rating will be used in determining the credit rating of the security. If an issue is unrated, then an equivalent credit rating, as deemed by Wellington Management, may be used.
- Wellington may invest up to 20% of the portfolio in non-dollar denominated securities and currencies. The Portfolio may take currency positions unrelated to underlying portfolio holdings.
 - Non-dollar securities may be held on a currency hedged or un-hedged basis. The portfolio may invest in currency exchange transactions on a spot or forward basis. Both long and short currency exposures are permissible.
 - With respect to the 20% non-dollar investment limitation listed above, the Investment Manager may take effective foreign currency exposure up to 20% of the total portfolio (e.g. the entire non-dollar portfolio may be unhedged). Foreign currency exposure will be based on the absolute value of all positions (long and short) versus the dollar, except in the case of same country and currency exposures where these can be netted. Both long and short foreign currency positions may be held without owning securities denominated in such currencies.
- Wellington may invest up to 20% of the portfolio in private placements, including those issued pursuant to Rule 144A and/or Reg S and other restricted securities, the liquidity of which Wellington Management deems consistent with the Portfolio's investment objective.
- Wellington may invest up to 5% of the portfolio in U.S. and non-U.S. preferred and perpetual securities.
- Wellington will maintain an average weighted credit quality of not more than 2 rating notches below the benchmark's average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 2 notches below would be A.
 - Ratings method: The ratings method used to test both the benchmark's average credit rating and the portfolio's average credit rating will be "split to the highest rating" of the three major rating agencies.
- Investment in mortgage interest only (IO), principal only (PO), inverse floaters or other CMO derivatives that have highly uncertain or volatile duration or price movements are limited to 5% of the market value of the portfolio.

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- Bank loans are permitted investments.
- All percentage limits refer to “at time of purchase.”

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA’s Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA’s Retirement Administrator and MCERA’s Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Wellington will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Wellington will keep MCERA apprised of relevant information regarding its organization and personnel. Wellington will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

APPENDIX B - 8
WESTERN ASSET MANAGEMENT COMPANY
CORE PLUS FIXED INCOME
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

In adhering to these guidelines, Western will invest in a diversified portfolio of investment grade and below investment grade fixed income securities. Western will add value primarily from sector and issue selection decisions. Interest rate anticipation and duration management will play a limited role in the portfolio.

Performance Objectives

- Exceed the return, net of management fees, of the Bloomberg U.S. Aggregate Index over a complete market cycle.
- Perform in the top half of a peer universe of core plus fixed income managers over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees' Retirement Association, with applicable State and Federal statutes; accordingly, as of the date of this amendment these guidelines conform to all applicable rules and regulations and the Client will notify Western if any change thereof materially impact these guidelines. Moreover, the portfolio shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Sector and security selection, portfolio structure and timing of purchase and sales are delegated to the manager subject to the investment management contract. For the avoidance of doubt, the following are Eligible Investments:
 - UST, US Agencies and US GSEs
 - Sovereigns/non-US
 - International Agencies
 - Non-US Local Authorities
 - US Munis
 - Suprasnationals
 - Corporates, including convertibles and preferreds
 - Bank Loans
 - Mortgage-backed (agency and non-agency, including CMBS), Asset-backed and CLO/CDO/CBO
 - Cash and Cash equivalents, including REPO and STIF
 - Futures, Options and Swaps

B.3.b

- Currency Forwards
 - Credit linked notes (max 3%)
 - Commingled vehicles (excluding Western Asset affiliated Registered Investment Companies)
 - Pure privates, including 144a, Reg S and 4(2) Commercial Paper
 - Equity (only related to corporate actions, tenders and workouts and exchanges)
 - At time of purchase illiquids are ineligible (illiquids defined as securities that cannot be sold within 7 days at or around the carry).
-
- The following transactions are prohibited: short sales where securities are borrowed solely for the purpose of shorting, selling on margin, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
 - Transactions shall be executed on the basis of “best price and execution” for the sole benefit of the Marin County Employees’ Retirement Association’s beneficiaries.
 - The duration on the portfolio shall range between 75% - 125% of the duration on the Bloomberg U.S. Aggregate Index.
 - MCERA expects its domestic fixed income investment managers to maintain diversified portfolios by rating and by issuer. To this end, the following limits apply:
 - Max 5% per issuer in issues rated investment grade (other than obligations of the US Government and its agencies and excluding STIF) and,
 - Max 2% per issuer in issues rated below investment grade.
 - Futures, options, swaps, forwards and other derivative securities are permitted investments. Any use of these instruments by Western will be in a non-leveraged manner, defined as follows:
 - The use of financial leverage is prohibited. The Account will not be considered leveraged as a result of authorized derivative positions provided the Account maintains cash and securities at least equal to the value of the obligations created by its net derivative positions in order to cover the obligations created by such positions.
 - Western may invest up to 20% of the portfolio in securities rated below investment grade. In the case of split ratings in which the three agencies have different ratings, the highest rating will be used in determining the credit rating of the security. If an issue is unrated, then an equivalent credit rating, as deemed by Western, may be used.
 - Western may invest up to 20% of the portfolio in non-USD denominated securities and up to 20% of the portfolio may be invested in non-USD exposure via unhedged non-USD securities and foreign currency transactions. The Portfolio may take currency positions unrelated to underlying portfolio holdings.

B.3.b

- Non-dollar securities may be held on a currency hedged or un-hedged basis. The portfolio may invest in currency exchange transactions on a spot or forward basis. Both long and short currency exposures are permissible.
- Western will net within currencies and the resulting value will contribute to the max percentage permitted. Both long and short foreign currency positions may be held without owning securities denominated in such currencies.
- Western may invest up to 20% of the portfolio in private placements, including those issued pursuant to Rule 144A and/or Reg S and 4(2) commercial paper, the liquidity of which Western deems consistent with the Portfolio's investment objective.
- Western may invest up to 5% of the portfolio in U.S. and non-U.S. preferred and perpetual securities.
- Western will maintain an average weighted credit quality of not more than 4 rating notches below the benchmark's average weighted credit quality, at all times. For the avoidance of doubt, if the benchmark is rated AA-, then 4 notches below would be BBB+.
- Ratings method: The ratings method of the portfolio, including to test both the benchmark's average credit rating and the portfolio's average credit rating, will be "split to the highest rating" of the three major rating agencies (S&P, Moody's, Fitch), for unrated ok to use Manager's internally generated rating.
- Investment in mortgage interest only (IO), principal only (PO), inverse floaters or other CMO derivatives that have highly uncertain or volatile duration or price movements are limited to 5% of the market value of the portfolio.
- All percentage limits refer to "at time of purchase."

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus written certification of compliance with guidelines, performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.

B.3.b

- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Western will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Western will keep MCERA apprised of relevant information regarding its organization and personnel. Western will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 9
BLACKROCK
US TREASURY INFLATION PROTECTED SECURITIES FUND
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The objectives of the US Treasury Inflation Protected Securities Fund are to provide returns consistent with the US TIPS market as measured by the Bloomberg US TIPS Index.

MCERA Performance Objectives

- Match the return as closely as practicable, gross of management fees, of the Bloomberg US TIPS Index over a complete market cycle.
- Minimize tracking error relative to the Bloomberg US TIPS Index.

Investment Guidelines

- MCERA is responsible for determining that its investment in the US Treasury Inflation Protected Securities Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. BlackRock shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus, performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- BlackRock will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of BlackRock will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

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- BlackRock will keep MCERA apprised of relevant information regarding its organization and personnel. BlackRock will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 10
INVESCO
BALANCED-RISK COMMODITY
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The Invesco Balanced-Risk Commodity strategy uses an active approach to commodity investing due to some of the unique return sources available in the commodity markets. The investment strategy focuses on four key drivers of commodity returns: term structure weighting, equal risk contribution, optimal roll, and tactical allocation.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the Bloomberg Commodities Index over a complete market cycle.
- Perform in the top half of a peer universe of commodity managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in Invesco's Balanced-Risk Commodity Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. Invesco shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Invesco will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of Invesco will be available to meet with MCERA

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annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

- Invesco will keep MCERA apprised of relevant information regarding its organization and personnel. Invesco will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 11
KBI GLOBAL INVESTORS
GLOBAL RESOURCE SOLUTIONS
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

KBI Global Investors' (KBIGI) Global Resource Solutions strategy invests in companies providing solutions to the greatest global resource challenges. There are compelling investment opportunities in companies providing solutions to resource scarcity across water, food and energy.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P Global Natural Resources Index over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the KBIGI Global Resource Solutions Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. KBIGI shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- KBIGI will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of KBIGI will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

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- KBIGI will keep MCERA apprised of relevant information regarding its organization and personnel. KBIGI will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 12
BLACKROCK
REIT INDEX FUND
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The objectives of the REIT Index Fund are to provide returns consistent with the US REIT market as measured by the Dow Jones US Select Real Estate Securities Index.

MCERA Performance Objectives

- Match the return as closely as practicable, gross of management fees, of the Dow Jones US Select Real Estate Securities Index over a complete market cycle.
- Minimize tracking error relative to the Dow Jones US Select Real Estate Securities Index.

Investment Guidelines

- MCERA is responsible for determining that its investment in the REIT Index Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. BlackRock shall invest within the scope of its style as stated in the governing documents for the fund.

Any material violation of these Investment Manager Guidelines is to be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio and benchmark for the month will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio and benchmark for the quarter, year-to-date, one year, three years, five years and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- BlackRock will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. A representative of BlackRock will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

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- BlackRock will keep MCERA apprised of relevant information regarding its organization and personnel. BlackRock will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

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APPENDIX B - 13
UBS
CORE REAL ESTATE
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

UBS Trumbull Property Fund is an open-ended core real estate commingled fund. UBS strives to invest predominantly in income producing properties diversified by both geographical region and by property type.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the NCREIF Open-Ended Core Diversified Equity (ODCE) Index over a complete market cycle.
- Perform in the top half of a peer universe of Open-Ended Core Real Estate managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the UBS Trumbull Property Fund is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. UBS shall invest within the scope of its style as stated in the governing documents for the UBS Trumbull Property Fund.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Quarterly – Performance of the portfolio and benchmark for the quarter, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- UBS will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. Members of the investment team will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- UBS will keep MCERA apprised of relevant information regarding its organization and personnel. UBS will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

APPENDIX B - 14
AEW CAPITAL MANAGEMENT
CORE REAL ESTATE
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

AEW Core Property Trust is an open-ended core real estate commingled fund. AEW strives to invest predominantly in income producing properties diversified by both geographical region and by property type.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the NCREIF Open-Ended Core Diversified Equity (ODCE) Index over a complete market cycle.
- Perform in the top half of a peer universe of Open-Ended Core Real Estate managers over a complete market cycle.

Investment Guidelines

- MCERA is responsible for determining that its investment in the AEW Core Property Trust is in compliance with its Investment Guidelines (other than this document) for the Marin County Employees' Retirement Association. AEW shall invest within the scope of its style as stated in the governing documents for the AEW Core Property Trust.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Quarterly – Performance of the portfolio and benchmark for the quarter, one year, three years, five years and since inception. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- AEW will meet with the MCERA Board and/or Investment Committee as often as deemed necessary by MCERA. Members of the investment team will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- AEW will keep MCERA apprised of relevant information regarding its organization and personnel. AEW will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

APPENDIX B-15
CARVAL INVESTORS
CREDIT VALUE FUND V LP
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

CarVal Investors Credit Value Fund V LP is a closed-end fund that will make investments in distressed and credit-intensive assets within loan portfolios, corporate securities, structured credit, hard assets, and special opportunities.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of CarVal will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.

APPENDIX B-16
FORTRESS INVESTMENT GROUP
FORTRESS CREDIT OPPORTUNITIES FUNDS V EXPANSION
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

Fortress Credit Opportunities Funds V Expansion is a closed-end fund that will make investments in a range of distressed and undervalued credit investments.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of Fortress will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.

APPENDIX B-17
VÄRDE MANAGEMENT, L.P
THE VÄRDE DISLOCATION FUND
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The Värde Dislocation Fund is a closed-end fund that will make investments in a broad universe of mispriced, stressed, and distressed credit opportunities.

MCERA Performance Objectives

- Exceed the return, net of management fees, of the S&P/LSTA Leveraged Loan Index + 250 basis points over a complete market cycle.

Investment Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- A representative of Värde will generally be available to meet or have discussions with MCERA, the Board of Retirement and/or Investment Committee, or their designee(s) as reasonably necessary to review the portfolio and its performance.

Any and all legal obligations related to MCERA's investment in the Partnership would be governed by the Partnership's legal documentation, notwithstanding anything in this Investment Policy Statement and any related appendices to the contrary.

APPENDIX B - 18
PARAMETRIC PORTFOLIO ASSOCIATES
POLICY IMPLEMENTATION OVERLAY SERVICE
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

Parametric Portfolio Associates will use futures contracts to “securitize” cash investments in the portfolio, bridge exposure gaps during transitions, and to rebalance portfolio exposures.

MCERA Performance Objectives

- Produce returns approximately equal to the Fund’s guideline-based overlay portfolio benchmark.

Investment Guidelines

- All investments are subject to compliance with the Investment Policies, Objectives and Guidelines for the Marin County Employees’ Retirement Association, with applicable State and Federal statutes, and shall be managed in a diversified and prudent manner. The manager shall invest within the scope of their stated style.
- Security selection and timing of purchase and sales are delegated to the manager subject to the investment management contract.
- The following transactions are prohibited: writing options other than covered options, and “prohibited transactions” as defined under the Employee Retirement Income Security Act (ERISA).
- Transactions shall be executed on the basis of “best price and execution” for the sole benefit of the Marin County Employees’ Retirement Association’s beneficiaries.
- Futures contracts, including short positions, are permitted in order to “securitize” existing cash positions, bridge exposure gaps during transitions, and to rebalance portfolio exposures. Futures are not to be used for speculative purposes.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery. A realized loss to the Fund resulting from a material violation of these Investment Manager Guidelines will require reimbursement of the amount of the loss by the manager.

Reporting Requirements

- Monthly – Transaction statement, asset (portfolio) statement, and performance for the portfolio will be sent to the MCERA Retirement Administrator and MCERA's Investment Consultant.
- Quarterly – Same as monthly plus performance of the portfolio for the quarter, year-to-date and since inception, and review of transactions costs. These will be sent to MCERA's Retirement Administrator and MCERA's Investment Consultant.
- Review every month transaction data with custodian reports, and communicate and resolve any significant discrepancies with the custodian.
- Parametric Portfolio Associates will meet with the MCERA Board and/or the Investment Committee as often as deemed necessary by MCERA. One of the lead portfolio managers will be available to meet with MCERA annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.
- Parametric Portfolio Associates will keep MCERA apprised of relevant information regarding its organization and personnel. Parametric Portfolio Associates will notify MCERA within 24 hours of any change in the lead personnel assigned to manage the account.

APPENDIX C-1
PATHWAY CAPITAL MANAGEMENT
PATHWAY PRIVATE EQUITY FUND 2008 (PPEF 2008)
PATHWAY PRIVATE EQUITY FUND INVESTORS 7 (PPEF I-7)
PATHWAY PRIVATE EQUITY FUND INVESTORS 8 (PPEF I-8)
PATHWAY PRIVATE EQUITY FUND INVESTORS 9 (PPEF I-9)
PATHWAY PRIVATE EQUITY FUND INVESTORS 10 (PPEF I-10)
PATHWAY PRIVATE EQUITY FUND INVESTORS 11 (PPEF I-11)
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The Partnership's investment strategy is to create a diversified portfolio of private equity funds that pursue a variety of investment strategies, including but not limited to, buyouts, venture capital, and special situations.

MCERA Performance Objectives

- Produce returns approximately equal to or in excess of the Refinitiv/Cambridge (All Regions) All Private Equity Index as provided and set forth in the legal documentation of the Partnership.

Investment and other Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.
- The investment manager shall at all times be a SEC-Registered Investment Advisor under the Investment Advisors Action of 1940, as amended.

Reporting Requirements

- Reporting requirements will be governed by the Partnership's legal documentation.
- The investment manager shall meet or shall cause the General Partner of the Partnership to meet with the Board and/or the Investment Committee or their designee(s) annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

APPENDIX C-2
ABBOTT CAPITAL MANAGEMENT
ABBOTT PRIVATE EQUITY FUND VI, LP (ACE VI)
ABBOTT PRIVATE EQUITY FUND VII, LP (ACE VII)
ABBOTT ANNUAL PROGRAM 2016, LP (AP 2016)
ABBOTT ANNUAL PROGRAM 2017, LP (AP 2017)
ABBOTT ANNUAL PROGRAM 2021, LP (AP 2021)
ABBOTT ANNUAL PROGRAM 2023, LP (AP 2023)
STATEMENT OF OBJECTIVES, GUIDELINES & PROCEDURES

Investment Approach

The Partnership's investment strategy is to create a diversified portfolio of private equity funds that pursue a variety of investment strategies, including but not limited to growth equity buyouts, venture capital, and special situations.

MCERA Performance Objectives

- Produce returns approximately equal to or in excess of the Refinitiv/Cambridge (All Regions) All Private Equity Index as provided and set forth in the legal documentation of the Partnership.

Investment and other Guidelines

- All investments are subject to compliance with the investment management style concepts and principles set forth in the legal documentation of the Partnership.
- The investment manager shall at all times be a SEC-Registered Investment Advisor under the Investment Advisors Action of 1940, as amended.

Any material violation of these Investment Manager Guidelines shall be corrected immediately upon discovery.

Reporting Requirements

- Reporting requirements will be governed by the Partnership' legal documentation.
- The investment manager shall meet or shall cause the General Partner of the Partnership to meet with the Board, and/or the Investment Committee, or their designee(s) annually, or more often if deemed necessary by MCERA, to review the portfolio and its performance.

APPENDIX D
RESOLUTION 2010/11-03
MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
PLACEMENT AGENT PAYMENT DISCLOSURE RESOLUTION AND POLICY

Adopted: December 9, 2009
Amended: February 9, 2011
Amended: November 2, 2011
Reviewed: May 6, 2015
Reviewed: May 9, 2018
Amended: May 5, 2021

WHEREAS, California Government Code section 7513.85, chaptered on October 11, 2009 to be effective immediately ("Section 7513.85"), requires all California public retirement systems to develop and implement, on or before June 30, 2010, a policy requiring the disclosure of payments to placement agents made in connection with system investments in or through external managers ("Placement Agent Payment Disclosure Policy" or "Policy").

WHEREAS, placement agent as described in this Policy includes all those identified in California Government Code section 7513.8, as amended.

WHEREAS, the Board of Retirement ("Board") of the Marin County Employees' Retirement Association ("MCERA") has determined, upon the recommendation of the MCERA Governance Committee, that adoption of a Placement Agent Payment Disclosure Policy is consistent with the Board's fiduciary responsibilities.

WHEREAS, Section 7513.85 requires the Placement Agent Payment Disclosure Policy to include, but not be limited to, six of the requirements enumerated in the Policy, and new California Government Code section 7513.9 requires additional disclosures that also are enumerated in this Policy.

WHEREAS, the MCERA Governance Committee has recommended, and the Board has determined, that the Placement Agent Payment Disclosure Policy or similar acknowledgement must be agreed to in writing, and a report shall be filed annually, by all of MCERA's current and future external investment managers.

WHEREAS, in compliance with Section 7513.85, any external investment manager or Placement Agent that violates this Policy shall not solicit new investments from MCERA for five years after the violation is committed, unless the Board decides, in open session by majority vote, to waive the five year prohibition upon a showing of good cause.

WHEREAS, the Board reserves the right to impose an additional penalty of a fine on a external investment manager who violates this Policy, and does not establish good cause therefore to the reasonable satisfaction of the Board; provided, however, that said fine may not exceed the fees due from MCERA to the manager from the date of the violation to the date of the fee's imposition.

B.3.b

NOW, THEREFORE, BE IT RESOLVED, THAT:

Prior to MCERA investing with any external investment manager, and contemporaneous with required annual filings of Statements of Economic Interests (Form 700) or similar disclosures with respect to all MCERA existing external investment managers, MCERA shall be provided with a written representation from the investment manager, in a form acceptable to MCERA's legal counsel, stating that (1) the external investment manager agrees with the disclosure and penalty provisions set forth in this Policy and (2) it has not used a Placement Agent in connection with MCERA's investment, or if the manager has used a Placement Agent, it will disclose the following:

1. The name of the Placement Agent(s) and the relationship between the external investment manager and Placement Agent(s).
2. A resume for each officer, partner, or principal of the Placement Agent detailing the person's education, professional designations, regulatory licenses, and investment and work experience.
3. A description of any and all compensation of any kind provided, or agreed to be provided, to the Placement Agent.
4. A representation that the compensation provided is the sole obligation of the external investment manager and not of MCERA or the limited partnership.
5. A description of the services performed, and to be performed, by the Placement Agent.
6. A statement whether the Placement Agent, or any of its affiliates, are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, or any similar regulatory agent in a country other than the United States, and the details of that registration or explanation as to why no registration is required.
7. A statement whether the Placement Agent, or any of its affiliates, is registered as a lobbyist with any state or national government.
8. All campaign contributions made by the Placement Agent to any elected member of the Board, and to any member of the Marin County Board of Supervisors, during the prior 24-month period, which disclosure shall be amended if any campaign contributions are made during the time the Placement Agent is receiving compensation in connection with a system investment.
9. All gifts, as defined in Government Code section 82028, given by the Placement Agent to any member of the Board, or to the Board's investment consultant, during the time the Placement Agent is receiving compensation in connection with a system investment.
10. All current or former MCERA Board members, employees, or consultants or

B.3.b

11. A member of the immediate family of any such person who are either employed or receiving compensation from the Placement Agent.
12. The names of any current or former MCERA Board members, employees, or consultants who suggested the retention of the Placement Agent.

Policy Review

The Board shall review this Placement Agent Payment Disclosure Policy at least every three years to assure its efficacy and relevance. This Policy may be amended from time to time by majority vote of the Board.

Retirement Administrator's Certificate

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

Dated: May 5, 2021



Retirement Administrator

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

Adopted: November 3, 2010
Amended: February 9, 2011
Amended: February 8, 2012
Amended: March 13, 2013
Reviewed: March 12, 2014
Amended: May 6, 2015
Amended: May 4, 2016
Amended: May 10, 2017
Amended: November 8, 2017
Amended: December 12, 2018
Amended: January 8, 2020
Amended: May 5, 2021
Amended: May 4, 2022
Amended: October 31, 2023

I. BACKGROUND AND PURPOSE

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

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

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

II. POLICY

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

B.3.c

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

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

III. POLICY REVIEW

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

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was amended and made effective on May 4, 2022.

Retirement Administrator

APPENDIX A

Effective: Valuation ending June 30, 20~~22~~²¹

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

Annual growth in pensionable payroll assumption: 2.75 percent

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

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

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

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
PORTABLE ELECTRONIC DEVICE POLICY**

ADOPTED: March 13, 2013
AMENDED: March 12, 2014
REVIEWED: May 6, 2015
AMENDED: May 4, 2016
AMENDED: May 10, 2017
REVIEWED: May 9, 2018
AMENDED: December 12, 2018
REVIEWED: January 8, 2020
AMENDED: October 14, 2020
AMENDED: November 3, 2021
AMENDED: October 12, 2022
REVIEWED: October 31, 2023

For purposes of this policy, “portable electronic devices” are any devices having the capability to store, record, and/or transmit text, images/video, or audio data. Examples include, but are not limited to: cellular phones, personal digital assistants, tablets, electronic watches, laptops, e-readers, netbooks, and notebooks.

I. PURPOSE

This policy is intended to set forth the authorization and limitations of use of MCERA portable electronic devices. In addition, this policy provides for the systematic review of the portable electronic devices.

II. SCOPE

These guidelines apply to all MCERA board members and staff.

III. BACKGROUND

MCERA board packet material is extensive. Copying, delivering and producing the packet material is costly and requires significant staff time that could be used on other MCERA business. MCERA would like to facilitate the electronic access and usage of documents by allowing board and staff to use MCERA portable electronic devices to retrieve, store, edit and read board meeting materials.

Portable electronic devices are a security risk because, being portable, they are at risk for loss, theft, or other unauthorized access, and they may contain confidential or privileged MCERA information, including, without limitation, private member and beneficiary information as well as confidential and proprietary information of alternative investment managers.

B.4.a

Email and other written communications by MCERA Board and staff members discussing or otherwise conducting MCERA business constitute public records that are subject to inspection unless protected by the California Public Records Act from disclosure. If personal devices are used for official communications, as the California Supreme Court concluded in the 2017 *City of San Jose v. Superior Court* decision, MCERA Board and staff members will be required timely to respond to requests for their email communications regarding MCERA business in response to any California Public Records Act requests for such communications.

IV. POLICY

1. Board members and staff understand that their authorization to periodically use MCERA portable electronic devices, associated equipment and software (“MCERA portable electronic devices”) is limited to and for the sole purpose of conducting MCERA business. Board members and staff further understand that they have no expectation of personal privacy with regard to their use of such devices. MCERA reserves the right to enter, search and monitor any MCERA portable electronic devices without advanced notice for any reason including but not limited to monitoring work flow or productivity, investigating theft, disclosure of confidential business or proprietary information, or personal use or abuse of the MCERA portable electronic devices or the MCERA or Marin County (“County”) systems.
2. MCERA portable electronic devices are not solely assigned to individual Board Members and staff but are resources to be used on an as needed basis and may be rotated among Board Members and staff in accordance with MCERA’s business needs. MCERA is entitled to and will require such devices to be returned to MCERA for routine maintenance and to ensure that they are being used only in a manner that is consistent with this policy.
3. MCERA portable electronic devices are not for the personal use of the Board member or staff employee or any other person or entity. Board members and staff will not permit anyone else including, but not limited to, the Board member’s or staff’s family and/or associates, to use MCERA property.
4. Any MCERA portable electronic devices purchased for use by MCERA will have security settings pre-established on the device before it is provided to trustees or staff for use. The security settings will protect the device, as much as possible, from unauthorized intrusions and unauthorized use. Users of the portable devices should not modify security settings or add software to the device that has not been authorized by MCERA.
5. Board members and staff should consult with the MCERA Retirement Administrator prior to downloading or installing any software onto any MCERA portable electronic devices.

B.4.a

6. Board members and staff who have an assigned portable electronic devices are responsible for the security of the device, all associated equipment and all data. Board members and staff must report (i) any lost or stolen portable electronic equipment or data and (ii) any attempted or actual unauthorized access, use, disclosure or destruction of data, however nominal, to the MCERA Retirement Administrator as soon as discovered or reasonably suspected.
7. Authorized Users may remotely access MCERA's information maintained and work-related websites using portable electronic devices. Remote access will be maintained by Marin County and coordinated with MCERA.
8. The General Prohibited Uses of Electronic Media (Section M) set forth in the County's Electronic Media¹ policy are incorporated by this reference into this policy.
9. To the extent possible Board members and staff should use a secure WIFI connection to access information and avoid public locations or "hot spots."
10. MCERA Board and staff members will limit their discussions regarding, and other conduct of, MCERA business by email to their MCERA email accounts, which communications also shall comply with requirements of the Ralph M. Brown Act (e.g., no serial meetings). If MCERA Board or staff members discuss, or engage in other conduct of, MCERA business on their private (non-MCERA) email accounts, they will be required to respond substantively to MCERA staff within five (5) business days regarding any California Public Records Act request for such email communications.
11. Every Board and staff member must acknowledge in writing that he or she has read, understood and will comply with all terms of this policy before that individual may be provided with any MCERA portable electronic devices.
12. This policy will also be added to those that are subject to annual Affirmation as to Key Policies by all Board members and certain staff members.

V. **PORTABLE ELECTRONIC DEVICE REVIEW**

The electronic device will be reviewed by staff every three to five years to consider whether to recommend to the Board the upgrade of either the software or the hardware.

¹ Marin County Personnel Management Regulation (PMR) Section 23.2 (General Policy on the Use of Electronic Media) as updated from time to time.

VI. POLICY REVIEW

This Policy will be reviewed by the Retirement Board at least every year to ensure that it remains relevant and appropriate. The Policy may be amended from time to time by majority vote of the Board.

VII. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify the ~~amendment~~review of this Policy on
October 12, 2022.

Retirement Administrator

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION
BOARD GOVERNANCE COMMITTEE CHARTER**

Last amended: December 12, 2012

Last amended: November 5, 2014

Reviewed: November 8, 2017

Reviewed: October 14, 2020

Reviewed: October 31, 2023

INTRODUCTION

The Board Governance Committee has been established to support the MCERA Board in promoting the best interests of MCERA, its active and retired members and beneficiaries through the implementation of sound Board governance policies and practices that enhance good, fair and open decision making.

COMPOSITION

The Committee will typically consist of three (3) to five (5) Board members who shall be appointed by the Chairperson of the Board. The Chairperson may, upon consultation with the full Board, appoint more than five (5) members to the Committee. The Chairperson may, but need not, appoint himself or herself to the Committee.

MEETINGS

The Committee shall meet twice per year otherwise on an as-needed basis as determined by the Committee Chair in consultation with the Chair of the Board and Retirement Administrator. Members of the Board who are not Committee members may attend Committee meetings as members of the public. In accordance with MCERA Bylaws, if a quorum of the Committee is not present for a particular meeting, such attending Board members who are not appointed members of the Committee may vote in an ex-officio capacity to establish a quorum.

RESPONSIBILITIES

The Board Governance Committee shall have the authority and responsibilities for the following:

1. To oversee the Board's development and compliance with Bylaws, Charters, and policies and recommend changes as appropriate.
2. To oversee the orientation process for new Trustees, including review of the Trustee Handbook.
3. To review the overall effectiveness of the Board and recommend improvements where warranted.
4. To receive input from the members, plan sponsors and other interested parties, including among others the Retirement Administrator and non-Committee Board members, as to suggestions for improving Board organization and functions.
5. To recommend the roles and responsibilities of the various committees of the Board.
6. To recommend changes in the structure of the Board meetings and the preparation of materials and records of Board actions.
7. To oversee the process for the periodic election of the MCERA Board trustees who are elected by members.
8. To work with staff and MCERA's engaged professional advisors, including counsel, to assist the Board in its governance activities. All communications with MCERA's professional advisors regarding this Committee's activities shall occur through the Retirement Administrator or this Committee's Chair.

AUTHORITY

All Committee actions must be ratified or adopted by the Board.

CHARTER REVIEW

This Charter will be reviewed by the Board at least every three (3) years to ensure that it remains relevant and appropriate. The Charter may be amended from time to time by majority vote of the Board.

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**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION
BOARD INVESTMENT COMMITTEE CHARTER**

Approved by Investment Committee May 6, 2010

Approved by Board June 9, 2010

Amended by Board March 13, 2013

Amended by Board November 5, 2014

Reviewed by Board November 8, 2017

Reviewed by Board October 14, 2020

Reviewed by Board October 31, 2023

INTRODUCTION

The Board Investment Committee has been established to administer all matters relating to the investment of MCERA's assets and investment management. The Committee is charged with investing MCERA's assets for the exclusive purpose of providing benefits to MCERA members and their beneficiaries within the system; and to maximize the financial stability of MCERA in an efficient and cost-effective manner. The Committee members will carry out their duties with the care, skill, prudence, and diligence of a prudent person acting in a similar institutional investment Board member capacity, and strive to follow sound policies and procedures that enhance good, fair, and open decision making.

The Committee's core objective is to diversify MCERA investments so as to minimize the risk of loss and to maximize the rate of return, in accordance with the Board's overall objective of promoting the best interests for MCERA, its members and their beneficiaries.

AUTHORITY

To consider and act on all matters relating to the MCERA investment portfolio; and to select and oversee the work of MCERA investment staff; and to engage investment advisors; consultants, managers and counsel as necessary, to assist the Committee in carrying out its responsibilities. The Committee will not authorize any proposed investment that does not go through MCERA's due diligence process or is not reviewed by MCERA's professional staff and outside advisors.

COMPOSITION

The Committee shall be composed of all Board members. Alternate Board members shall be counted for purposes of (i) determining a quorum, and (ii) voting, only in the absence from the meeting of the Board member for whom they are the alternate Board member.

MEETINGS

The Committee will generally meet every other month on the day following each regularly scheduled Board meeting and otherwise on an as-needed basis as determined by the Committee Chair in consultation with the Chair of the Board.

RESPONSIBILITIES

The Investment Committee shall have responsibility for the following:

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1. Determining MCERA's overall investment objectives, risk tolerance and performance standards in accordance with the California Constitution and the County Employees Retirement Law of 1937.
2. Determining the asset allocation of MCERA, including consideration of asset classes and sub-classes not currently utilized in MCERA.
3. Determining the overall MCERA Investment Policy as well as asset class and program investment policies.
4. Monitoring the performance of the investment portfolio as a whole as well as the performance of each asset class, including the performance of internal and external investment managers, and reviewing periodic reports from investment staff as well as external consultants, advisors, and investment managers.
5. Determine appropriate levels of staff delegation with respect to investment transactions in the various asset classes of MCERA.
6. Determine and assess compliance with the MCERA's corporate governance policy in an effort to protect MCERA assets through the pursuit of good governance and operational accountability.
7. Determining the relative amount of internal and external management.
8. Monitoring the direct and indirect costs of each asset category.
9. Determining and assessing compliance with the appropriate reporting standards and time horizons.
10. Identifying and discussing potential legislation related to investments.
11. Assessing that MCERA investments are made in conformance with applicable investment policies and investment resolutions.
12. Determining the procedures for the selection of MCERA investment staff, including an Investment Analyst and/or Chief Investment Officer, if and when appropriate.

CHARTER REVIEW

This Charter will be reviewed by the Board at least every three (3) years to ensure that it remains relevant and appropriate. The Charter may be amended from time to time by majority vote of the Board.

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)
FIDUCIARY LIABILITY INSURANCE AND CLAIMS REPORTING POLICY**

ADOPTED: July 13, 2011
REVIEWED: November 5, 2014
REVIEWED: November 8, 2017
AMENDED: October 14, 2020
REVIEWED: October 31, 2023

I. PURPOSE

The Board of Retirement of MCERA ("Board") intends that, in connection with its consideration of whether to purchase, and/or to renew, a fiduciary liability insurance policy as permitted by Government Code section 7511 ("section 7511") and other applicable law, MCERA will comply with the policy set forth below.

II. POLICY

A. Purchase or Renewal of Fiduciary Insurance Policy

As soon as practicable, and preferably at least thirty (30) days, prior to the purchase or renewal period of any fiduciary insurance policy, MCERA's insurance broker, and if appropriate other insurance brokers, will present material information regarding options in proposed fiduciary insurance policies to the MCERA Retirement Administrator, who will review the information with Board Counsel and Insurance specialist and develop a recommendation to be presented to the Board of Retirement. Such information will include, without limitation:

- A. Available coverage and exclusions;
- B. Cost of the premiums, including premium for waiver of recourse to be paid by trustees in accordance with section 7511 and other applicable law;
- C. Amount of deductibles and/or retention; and
- D. Control of defense provisions.

B. Claims reporting

As soon as practicable, and preferably at least thirty (30) days, prior to the expiration of the term of any fiduciary insurance policy held by MCERA, MCERA will confer with its broker and counsel to ensure that all covered claims and potential claims, if any, have been reported to MCERA's insurer. Staff will confirm its compliance with this claims reporting requirement to the Board of Retirement.

In addition to foregoing, the Retirement Administrator will confer with counsel and, where appropriate MCERA's broker, with respect to potential or actual claims against MCERA, to ensure that prompt notice is provided to the insurer as may be required by MCERA's fiduciary insurance policy, if any.

III. POLICY REVIEW

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

IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was ~~amended~~ reviewed and made effective by MCERA on ~~October 14, 2020~~ _____.

Retirement Administrator

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B.5 Next Committee Meeting

This is a discussion with no backup.